

CENTRAL VERMONT REGIONAL PLANNING COMMISSION**BYLAWS UPDATE WORKGROUP AGENDA**

Wednesday, November 7, 2018

3:00 – 4:30 pm

CVRPC Office

29 Main Street, Suite 4, Montpelier

- | | |
|---------|---|
| 3:00 pm | Call to order |
| | Changes to agenda |
| | Public comment |
| 3:05 | Discussion of CVRPC and other RPC Bylaws <ul style="list-style-type: none">• Discuss goals for the Bylaw update• Discuss strengths/weaknesses of current CVRPC Bylaws• Review and expand list of issues for update• Discuss best practices/interesting ideas from other RPC Bylaws• Discuss preferred bylaw structure and topics• Other issues |
| 4:15 | Next steps – Next meeting |
| 4:30 | Adjourn |



ARTICLES OF CONSTITUTION AND BYLAWS

Ideas Commissioners have mentioned should be considered during a bylaw updates:

- Alternates encouraged to participate on committees; Commissioner and Alternate from the same municipality cannot serve on the same committee
- Add Project Review, Town Plan Review and Regional Plan Committees to Standing Committees
- Define how committee appointments happen and what happens in the event there is more Commissioner interest than seats for a committee – election?
- Add remaining 2016 statutory changes from optional duties
- Should the Annual Meeting continue to be in May, or should it be moved to June?
- Specify when the new Executive Committee takes office – May, June or July (new fiscal year). Should new Exec Com members be advised to participate in Exec Com meetings prior to taking office to insure continuity?
- Terms of office: address that vacancies for officers “shall” be filled at the next meeting.
- Briefly define Committee duties and refer to Rules of Procedures.
- Discuss adjustment to Appropriations to include a policy of adding a cost of living adjustment annually while permitting larger updates as needed.
- Update Committees to include potentially the following as standing committees: Project Review, TAC, Personnel Policy, Regional Plan
- Modify committee duties for Draft Regional Plan Review. For examples, 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
- Modify the Committee appointment process to simplify.

RPC Bylaws Cross Index

October 15, 2018

Note: Articles or sections with an asterisk identify notable or unique language.

	Articles or Sections									
Category / Element	CVRPC	ACRPC	BCRPC	CCRPC	LCRPC	NRPC	NVDA	SWCRPC	TRORC	WRPC
ESTABLISHMENT										
Name	I	201	II	I	I	II	II	II	2	I
Legal Basis	II	101	I	II	II	I	I	I	1	II
Powers/Responsibilities	II	301	III	III			V		1	III.C
Purpose	II	I, III	III	II	III	III	IV	III	3	III.B
Area served	I						III	IV	4.1	
Vision/Mission	II			I						III.A
MEMBERSHIP AND REPRESENTATION										
Member Municipalities	3.1	401	IV.1	IV	I		VI.A	IV		I
Participating Members	3.1	401	IV.1	IV	IV.A*, V.B, V.C*	401*		IV	4.2	IV.A
Commissioners Representing Member Municipalities (incl. appointment and terms)	3.2	402	IV.2	IV.B*	V.A*		VI.B, VI.D*	IV.1,		IV.A, IV.C
Citizen Interest Group/Individual Members	See 3.4.a	403		IV.C	III*		VI.C	IV.2	4.3	IV.B
Commissioners Representing Citizen Interest Groups		404		IV.C			VI.C		4.3	IV.B
Alternates	3.2	405						IV.1		
Non-Voting Commissioners		401*		V.C						
Appointment and Resignation		406		IV			VI, VI.E			

Category / Element	CVRPC	ACRPC	BCRPC	CCRPC	LCRPC	NRPC	NVDA	SWCRPC	TRORC	WRPC
Attendance Policy					IX.G*	403				
VOTING										
Voting	3.4	VI		V		402		VII.6	8.6*, 8,7	IX.H
Quorum	3.4	VI, 707	VII.5	V.B, V.C	IX.E	906		VII.5		
Regional Plan Adoption Voting		604	IV.3	X						IX.H
Municipal Plan Approval Voting		603	IV.3	V.C, X.C						IX.H
MEETINGS										
Conduct of Meetings (open meetings)		701		VIII		901				
Quorum	706	707	VII.5		IX.E	906		VII.5	8.5	IX.F
Regular Meetings	4.1	702	VII.1	VIII	IX.A	901	X.A	VII.1	8.1	IX.A
Annual Meeting	4.1	703		IX	IX.B	903	X.B	VII.1	8.3	IX.C
Special Meetings	4.2	704	VII.2	VIII		902		VII.2	8.2	IX.B
Notice of Meetings	4.3	705	VII.3	VIII	IX.C	901,904	X.D	VII.3	8.4	IX.D
Minutes	4.4	706	VII.4		IX.D	905	X.E	VII.4		IX.E
ORGANIZATION										
Board of Commissioners						601	VIII.A			
Officers	6.1	801	VI.1	VII.A	VII.A	602	VII.B	VI.1	7.1	VI.A
Executive Committee	6.7	1001		VII.A*	VII.F	603	VIII		7.1	VI.G
Standing Committees		1201		XI.A-F*	VII.H*	604				VII.A
Special Committees	6.8	1201		XI*	VII.G, VII.H*	605*	XI			VI.H
Representatives to Other Organizations	6.2							IV.3, IV.4		

Category / Element	CVRPC	ACRPC	BCRPC	CCRPC	LCRPC	NRPC	NVDA	SWCRPC	TRORC	WRPC
STAFF										
Executive Director	6.6	1102	VI.2, VI.7	VI	VIII.A	606	IX	IV.2	7.2	VIII.A
Staff	6.6	1101	VI.2	VI	VIII.A	606	IX	IV.2		VIII.A
Consultants, Special Project Staff	6.6									VIII.A
Personnel Policies	6.6	1102			VIII.A	606				VII.E, VIII.A
Equal Opportunity Employer	6.6	1103	VI.8		VIII.B		IX.C			VIII.E
NOMINATIONS, ELECTIONS AND TERMS										
Eligibility for Office	6.2	402, 803		VII.B, VII.C		404			403	VI.G
Nominations	6.3	901	VI.3	VII.A	VII.A	701	VII.B	VI.3	7.3	VI.I
Elections	6.3	902	VI.4	VII.A	VII.A	702*	VII.B	VI.4		VI.I
Terms of Office	6.4	903	VI.5	VII.D		703	VII.B, VIII	VI.5	7.4	VI.I
Vacancies	6.4	904	VI.6	VII	VII.A	704	XII.D	VI.6	7.5	VI.I
Removal from Office	6.4					XIII*				
DUTIES AND RESPONSIBILITIES										
Commissioners	3.2.e	602		III.D		801*	VII.A			
Chair	6.5	802	IV.7	VII.B	VII.B	802		VI.7	7.6	VI.B
Vice-Chair	6.5	802	IV.7	VII.B	VII.C	803		VI.7	7.6	VI.C
Treasurer	6.5	802	IV.7	VII.B	VII.D	804		VI.7	7.6	VI.D
Secretary	6.5	802	IV.7	VII.B	VII.E	805		VI.7	7.6	VI.E
Executive Committee	6.7	1003	IV.7	VII.E	VII.G	806	VIII	VI.7	7.7	VI.H
Committee Chairs						807				

Committees		1202			VII.H	808-810			7.8	VI.D-G
Category / Element	CVRPC	ACRPC	BCRPC	CCRPC	LCRPC	NRPC	NVDA	SWCRPC	TRORC	WRPC
Executive Director		1102	IV.7	VI.A		811	IX		7.2, 7.6	VIII.B
Representatives to Other Organizations	6.5	802	VI.7	VII	VII.B			VI.7		VI.F
Removal of Elected Positions						XIII*				
FUNDING										
Fiscal and Operational Year	V	1003.11		IX	VI.D	1401			6	V.D*
Appropriations/Assessments/Dues	VIII	501	V	III.C, XIII	VI.A	502		V	5.A	V.A
Grants, Contracts, Contributions	VIII				VI.C	502		V	5.B	V.B
Borrowing Authority	VIII									
Signatory	VII	1102.4						VI.8		VIII.C
SUPPLEMENTARY PROVISIONS										
Parliamentary Authority	4.5	1401		VIII	IX.F	XI	XII.C	IX	10	IX.G
Conflict of Interest	3.5	1301		XII	V.D	XII				
Work Program/Annual Reports			VI.9		VII.G		XII.A	VI.9	7.9	VI.H
Audit								VI.9		
Signatory of the Commission	VII						XII.B	VI.8		
Insurance/Bonding		802	IV.7			1402*		VI.7		
Dissolution of the Commission	IX				XI					
Amendments	X	1402	VIII	X*	X	X	XII.E	VIII	9	X
Separability		1403					XII.G			



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.

ADDISON COUNTY REGIONAL PLANNING COMMISSION BYLAWS

ADOPTED	MAY 10, 1989
AMENDED	DECEMBER 13, 1989
	JANUARY 10, 1990
	FEBRUARY 14, 1990
	DECEMBER 12, 1990
	DECEMBER 09, 1992
	May 10, 2006
	JANUARY 11, 2017

ADDISON COUNTY REGIONAL PLANNING COMMISSION BYLAWS.....	4
ARTICLE I: LEGAL BASIS	4
SECTION 101. Enabling Legislation.....	4
ARTICLE II: NAME.....	4
SECTION 201. Name	4
ARTICLE III: POWERS AND DUTIES OF THE COMMISSION	4
SECTION 301. Statutory Powers and Duties of the Commission	4
SECTION 302. Optional Powers of the Commission	6
ARTICLE IV: MEMBERSHIP.....	7
SECTION 401. Member Municipalities	7
SECTION 402. Delegates Representing Member Municipalities	8
SECTION 403. Citizen Interest Group Members.....	8
SECTION 404. Delegates Representing Citizen Interest Groups	9
SECTION 405. Alternates.....	9
SECTION 406. Appointment and Resignation	9
ARTICLE V: MEMBERSHIP ASSESSMENT.....	9
SECTION 501. Assessments of Member Municipalities	9
ARTICLE VI: COMMISSION VOTING	
DELEGATES.....	10
SECTION 601. Composition	10
SECTION 602. Powers and Duties.....	10
SECTION 603. Special Voting Procedures	10
SECTION 604. Regional Plan Adoption – Voting	10
ARTICLE VII: MEETINGS.....	11
SECTION 701. Regular Meetings.....	11
SECTION 702. Annual Meeting	11
SECTION 703. Special Meeting	11
SECTION 704. Notice of Meeting.....	11
SECTION 705. Minutes	11
SECTION 706. Quorum.....	11
ARTICLE VIII: OFFICERS.....	11
SECTION 801. Composition	11
SECTION 802. Powers and Duties of Officers	11
SECTION 803. Eligibility	12
ARTICLE IX: NOMINATIONS, ELECTIONS AND TERMS.....	12
SECTION 901. Nominations	12
SECTION 902. Elections	13
SECTION 903. Term.....	13
SECTION 904. Vacancies	13
SECTION 905. Representative to the Council of Regional Commissions	13
ARTICLE X: EXECUTIVE BOARD.....	13

SECTION 1001.	Composition	13
SECTION 1002.	Purpose.....	13
SECTION 1003.	Powers and Duties.....	13
SECTION 1004.	Meetings	14
ARTICLE XI:	STAFF.....	14
SECTION 1101.	Composition	14
SECTION 1102.	Executive Director: Powers and Duties	14
SECTION 1103.	Equal Opportunity Employee.....	15
ARTICLE XII:	COMMITTEES.....	15
SECTION 1201.	Composition	15
SECTION 1202.	Powers and Duties.....	15
SECTION 1203.	Standing Committee Meetings.....	15
ARTICLE XIII:	RESOLVING CONFLICTING INTERESTS.....	16
SECTION 1301.	Conflicts.	Error! Bookmark not defined.
ARTICLE XIV:	SUPPLEMENTARY PROVISIONS	17
SECTION 1401.	Parliamentary Authority	17
SECTION 1402.	Amendment of Bylaws.....	17
SECTION 1403.	Separability	17

ADDISON COUNTY REGIONAL PLANNING COMMISSION BYLAWS

ARTICLE I: LEGAL BASIS

SECTION 101. Enabling Legislation

This regional planning commission is established pursuant to and in conformance with Title 24, Chapter 117 of the Vermont Statutes Annotated hereinafter referred to as the ("Act")

ARTICLE II: NAME

SECTION 201. Name

The name of this regional planning commission shall be the Addison County Regional Planning Commission, hereinafter referred to as the ("Commission").

ARTICLE III: POWERS AND DUTIES OF THE COMMISSION

SECTION 301. Statutory Powers and Duties of the Commission

As provided in 24 V.S.A. Section 4345a of (the "Act"), The Commission shall:

1. Promote the mutual cooperation of its municipalities and assist and advise municipalities, compacts and authorities within the region to facilitate economic development programs for the appropriate development, improvement, protection and preservation of the region's physical and human resources;
2. Advise municipal governing bodies with respect to public financing;
3. Provide technical and legal assistance to municipalities in the preparation and maintenance of plans, capacity studies and bylaws and in related implementation activities;
4. Cooperate with the planning, legislative or executive authorities of neighboring states, regions, counties or municipalities to promote coordination of planning for conservation and development of the region and adjoining or neighboring territory;
5. Prepare a regional plan and amendments that are consistent with the goals established in Section 4302 of this title, and compatible with approved municipal and adjoining regional plans. When preparing a regional plan, the Commission shall:
 - a. develop and carry out a process that will encourage and enable widespread citizen involvement;
 - b. develop a regional data base that is compatible with, useful to, and shared with the geographic information system established under 3 V.S.A. §8 to identify viable agricultural lands;
 - c. conduct capacity studies;
 - d. identify areas of regional significance. Such areas may be, but are not limited to, historic sites, earth resources, rare and irreplaceable natural areas, recreation areas and scenic areas;

- e. use a land evaluation and site assessment system, that shall at a minimum use the criteria established by the commissioner of agriculture under 6 V.S.A. §8, to identify viable agricultural lands;
 - f. consider the probable social and economic consequences of the proposed plan; and
 - g. Prepare a report explaining how the regional plan is consistent with the goals established in Section 4302 of this title.
6. Prepare implementation guidelines that will assist municipalities and the Commission in developing a planning process that will attain, within a reasonable time, consistency with the goals established in Section 4302 of this title. Guidelines, which may be revised at any time, shall be prepared initially by July 1, 1989.
7. Prepare, in conjunction with the Commissioner of the Department of Housing and Community Development, guidelines for the provision of affordable housing in the region, share information developed with respect to affordable housing with the municipalities in the region and with the Commissioner of the Department of Housing and Community Development, and consult with the Commissioner when developing the housing element of the regional plan.
8. Confirm municipal planning efforts, where warranted, as required under Section 4350 of this title and provide town clerks of the region with notice of confirmation.
9. At least every eight years, review the compatibility of municipal plans, and if the Commission finds that growth in a municipality without an approved plan is adversely affecting an adjoining municipality, it shall notify the legislative body of both municipalities of that fact and shall urge that municipal planning be undertaken to mitigate those adverse effects. If, within six months of receipt of this notice, the municipality creating the adverse effects does not have an approved municipal plan, the Commission shall adopt appropriate amendments to the regional plan as it may deem appropriate to mitigate those adverse effects.
10. Develop strategies specifically designed to assist municipalities in defining and managing growth and development that have cumulative impacts.
11. Review proposed state capital expenditures for compatibility with regional plans.
12. Assist municipalities to review proposed state capital expenditures for compatibility with municipal plans.
13. Appear before District Environmental Commissions to aid them in making a determination as to the conformance of developments and subdivisions with the criteria of 10 V.S.A. §6086.
14. Appear before the Public Service Board to aid the Board in making determinations under 30 V.S.A. §248.
15. Hold public hearings.
16. Before requesting the services of a mediator with respect to a conflict that has arisen between adopted or proposed plans of two or more regions or two or more municipalities located in different regions, appoint a joint interregional commission, in cooperation with other affected regional commissions for the purpose of negotiating differences.
17. As part of its regional plan, define a substantial regional impact, as the term may be used with respect to its region. This definition shall be given due consideration or substantial deference, where relevant, in state regulatory proceedings.
18. If a municipality requests the assistance of the Commission in coordinating the way that its plan addresses projects of substantial regional impact with the way those projects are addressed by its neighbors' planning efforts, the Commission shall convene an ad hoc working group to address the issue. The working group shall be composed of representatives of all municipalities likely to be affected by the plan in question,

regardless of whether or not they belong to the same region. With the assistance of a facilitator provided by the Commission, the ad hoc working group will attempt to develop a proposed consensus with respect to projects of substantial regional impact. If a proposed consensus is developed, the results of the consensus will be reported to the planning commissions and legislative bodies represented.

SECTION 302. Optional Powers of the Commission

As provided in 24 V.S.A. Section 4345 of the “Act”, the Commission may:

1. Develop an inventory of the region's fire and safety facilities; hospitals, rest homes, or other facilities for aging or disabled persons; correctional facilities; and emergency shelters; and work with regulated utilities, the Department of Public Service, the Department of Public Safety, potential developers of distributed power facilities, adjoining regional planning commissions, interested adjoining regional entities from adjoining states, and citizens of the region to propose and evaluate alternative sites for distributed power facilities that might provide uninterrupted local or regional power at least for identified critical service providers in time of extended national, statewide, or regional power disruption or other emergency.
2. Undertake studies and make recommendations on land development, urban renewal, transportation, economic, industrial, commercial, and social development, urban beautification and design improvements and historic and scenic preservation, the conservation of energy and the development of renewable energy sources, and wetland protection;
3. Require from each municipality in its area and all state agencies such available information as relates to the work of the Commission;
4. In the performance of its functions, enter upon land, with prior approval of the landowner, to make examinations and surveys;
 5. **Retain staff and consultant assistance in carrying out its duties and powers** and contract with one or more persons to provide administrative, clerical, information technology, human resources, or related functions. Undertake comprehensive planning, including related preliminary planning, State capital investment plans and engineering studies,
 6. Carry out, with the cooperation of municipalities within the region, economic development programs for the appropriate development, improvement, protection and preservation of the region's physical and human resources;
7. Provide planning, training, and development services to local and regional communities and assist communities in evaluating economic conditions and prepare for economic growth and stability.
8. Gather economic and demographic information concerning the area served.
9. Assist existing business and industry, encourage the development and growth of small business, and to attract industry and commerce.
10. Include in its charter and bylaws adopted pursuant to section 4343 of this chapter the power to:

(A) Acquire and dispose of a fee simple or lesser interest in real property through purchase, lease, grant, gift, bequest, or devise for the purpose of fulfilling its duties pursuant to this section and section 4345a of this title.

(B) 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, if approved by a two-thirds vote of those representatives to the regional planning commission present and voting at a meeting to approve such action. Any obligation incurred under this subdivision (B):

(i) shall not encumber the grand list or any property of a member municipality; and

(ii) in the case of a purchase, shall pledge the property to be purchased as collateral and shall not exceed the fair market value of such property.

(C) At the request of one or more member municipalities, act as an escrow agent and hold funds related to a municipal capital project or a project subject to a municipal land use permit in an escrow account, including taxes to be paid by the project, fines, and developer fees. Funds so held shall be segregated in a special account for each project on the books of the regional planning commission and, within each project account, by municipality. However, this subdivision (C) shall not confer authority on a regional planning commission to hold tax increment revenues received from a tax increment financing district under chapter 53, subchapter 5 of this title.

(D) Enter into contracts with public and private entities, including the State of Vermont and the federal government to provide regional planning services and fulfill its duties pursuant to this section and section 4345a of this title.

11. Perform such other acts or function as it may deem necessary or appropriate to fulfill the duties and obligations imposed by, and the intent and purposes of the Act.

ARTICLE IV: MEMBERSHIP

SECTION 401. Member Municipalities

1. The membership of the Commission shall consist of 21 of the 23 municipalities in Addison County, with only Granville and Hancock excepted because of geography. Membership of municipalities in the Commission shall be in two categories: Voting or Non-voting members.
2. Voting members consist of those municipalities that are current in their payment of annual assessments and that have duly appointed, in writing, at least one delegate to the Commission to represent their interests. Non-voting members consist of those municipalities that have chosen not to pay an annual assessment or who have failed to appoint at least one delegate to the Commission to represent them. *unique*
3. Member municipalities may change pursuant to 24 V.S.A. §4341(a) of the Act.
4. A member municipality that has elected to forego its voting privileges by not paying the annual assessment shall be required to pay its assessment for each delinquent year up to a maximum of three (3) years in order to regain its voting privilege. *unique*
5. Representation of member municipalities shall be apportioned annually at the same time as membership assessment is approved using the most recent Vermont Department of Health population estimates, excluding Group Quarters population. New representation

allocations shall become effective July 1. The following shall be the basis for apportionment of representatives;

Population of Municipality	Number of Delegates
0- 1000 persons	1
1001 – 2500 persons	2
Over 2500 persons	3

SECTION 402. Delegates Representing Member Municipalities

1. Delegates constitute the representatives of member municipalities appointed and authorized by the legislative body of the member municipality to act on behalf of the member municipality. The legislative body of each municipality shall appoint or re-affirm the appointment of its delegate(s) to the Commission and shall notify the Commission in writing by June 30 of each year, or immediately if there is a change during the year. Delegates shall, within the stipulations of Sub-section 2 of this section, have voting privileges and shall be eligible to serve on the Executive Board, hold any office in the Commission (except those for which remuneration is provided) and to serve on or chair any committee.
2. Delegates voting privileges and ability to hold elected office on the Executive Committee of the Commission shall be contingent upon payment to the Commission of an annual assessment by June 30 of each year by the member municipality the delegate represents. Delegates representing non-voting municipal members shall retain voting privileges in the matters of ratifying or vetoing a regional plan adoption pursuant to 24 V.S. A. §4348(f) of the Act, and decisions of the Commission regarding approval of local plans and confirmation of local planning processes, pursuant to 24 V.S.A. §4350(f) of the Act

SECTION 403. Citizen Interest Group Members

In addition to member municipalities, the Commission may also consist of Citizen Interest Group members. The following shall govern Citizen Interest Group members and the delegate each may appoint to represent them:

1. A Citizen Interest Group may become a member of the Commission, by application, upon a two-thirds vote of approval by the voting municipal members present at any regular meeting. A Citizen Interest Group shall not be assessed for membership.
2. The total number of Citizen Interest Group members shall not exceed one-fourth of the total number of member municipalities.
3. Termination of Membership. A Citizen Interest Group's membership shall be terminated by:
 - a. A two-thirds vote of the delegates representing member municipalities eligible to vote at any regular or special meeting upon two weeks' notice of the proposed vote.
 - b. If a Citizen Interest Group fails to be regularly represented at Commission meetings, the Executive Board may instruct the Executive Director to discuss the absences with the delegates and alternates representing the Citizen Interest Group and warn the governing body of that group of their poor attendance records. Should the delegates or alternates representing the Citizen Interest Group continue their absence or should the Citizen Interest Group express interest in leaving the Commission, the Executive Board may instruct the Executive Director to schedule a vote of the Commission on whether to terminate the Citizen Interests Groups membership on the Commission by a properly warned vote of the Full Commission pursuant to sub-section 3(a) immediately above.

SECTION 404. Delegates Representing Citizen Interest Groups

1. A Citizen Interest Group shall have one delegate, appointed by the group on an annual basis, who shall have voting privileges on all matters except:
 - a. Admission or removal of Citizen Interest Groups.
 - b. Adoption of a regional plan.
 - c. Assessments of municipalities.
 - d. Approval of local plans or confirmation of local planning process.

The Commission shall be notified by the Citizen Interest Group in writing of their delegate by June 30 of each year and of any change in delegate during the year.

2. The Citizen Interest Group delegate may serve on or any committee including the Executive Board, but may not chair any committee or hold any office on the Executive Board.

SECTION 405. Alternates

Member municipalities or Citizen Interest Group members may appoint alternates to represent them in the absence of their regular delegate pursuant to the following conditions:

1. The legislative bodies of member municipalities or of Citizen Interest Groups that appoints a delegate or delegates may annually appoint an alternate or alternates to serve in the absence of its delegate(s). At Commission meetings, the alternate shall have voting privileges only when serving in place of an appointed voting delegate from a member municipality or Citizen Interest Group member.
2. Alternates shall not be eligible to serve or hold office on the Executive Board.
3. Alternates may serve on any committee. Since all committee votes are advisory only and in order to encourage participation on committees, alternates may participate and vote on committees in addition to or in the absence of a delegate.

SECTION 406. Appointment and Resignation

All appointments of delegates or alternates shall be made by the legislative body of the member municipality or Citizen Interest Group member in writing to the Commission.

All resignations of either member municipalities or Citizen Interest Group members, or the delegates or alternates representing the member municipalities or Citizen Interest Group member shall be submitted to the Commission in writing.

ARTICLE V: MEMBERSHIP ASSESSMENT**SECTION 501. Assessments of Member Municipalities**

Member municipalities of the Commission shall appropriate funds to the Commission.

Assessments to member municipalities shall be made on a per capita basis with a minimum, the per capita amount to be decided by the Commission membership eligible to vote on the matter in time for inclusion in warnings of Annual Town Meetings. The most recent population estimate available from the Vermont Department of Health, excluding Group Quarters population, or the most recent preliminary or final census count available from the US Census, excluding Group Quarters population, shall be used as the basis for determining assessments. Each municipality's membership assessments shall be due and payable on or before June 30.

ARTICLE VI: COMMISSION VOTING DELEGATES**SECTION 601. Composition**

The voting representatives of the Commission shall be composed of its delegates, or alternates representing absent delegates, subject to the limitations contained in ARTICLE IV.

SECTION 602. Powers and Duties

The voting delegates of the Commission shall be its policy making body. In addition to the powers and duties set forth in the statute and ARTICLE III of these Bylaws, the voting delegates of the Commission shall have the power, without limitation, except as contained in ARTICLE IV. to:

1. Exercise the authority of the Commission;
2. Approve the annual budget of the Commission;
3. Oversee the operation of the Commission;
4. Prescribe such operating procedures, in addition to those set forth herein, as are necessary to guide the Executive Board, Executive Director, and other staff, officers, and committees in the performance of their duties;
5. Instruct or assign additional duties to any committee, officer, staff member, or the Executive Board;
6. Authorize the creation of all staff positions;
7. Authorize the expenditure of all monies over and above the approved budget of the Commission.

SECTION 603. Special Voting Procedures

Pursuant to 24 VSA Chapter 117, §4350(f), the Commission shall confirm that a municipality is engaged in a planning process and regionally approve the plan produced as a result of the process. Confirmation and approval decisions shall require majority affirmative votes of all delegates representing municipalities. Votes shall be counted as follows:

1. Delegates representing municipalities constitute duly appointed delegates actively representing municipalities. The Commission has interpreted this to mean the total number of municipal seats filled by delegates (If a municipality has not appointed a delegate, but had the right too, that seat is not counted.)
2. Alternates may only vote when an appointed delegate to their municipality is absent.
3. Delegates, or alternates replacing absent delegates, must be present to vote.
4. The vote will be taken by roll call based on the roll call of delegates and alternates listed on the back of the agenda for the meeting.

SECTION 604. Regional Plan Adoption – Voting

Pursuant to 24 V.S.A. §5348(f), adoption or amendment of the Regional Plan shall require not less than a sixty percent vote of all Delegates representing municipalities. The definition of “delegates representing municipalities” and when alternates may vote are noted in Section 603 immediately above. Additionally, a majority vote of the municipalities represented at such vote shall be required for the adoption of a regional plan or amendment to said plan. Delegates must be present to cast votes.

ARTICLE VII: MEETINGS**SECTION 701. Conduct of Meetings**

All meetings of ACRPC constitute public meetings and shall be warned conducted and recorded to promote public participation, transparency and accountability in accordance with Vermont's statutes governing public meetings.

SECTION 702. Regular Meetings

The regular meetings of the Commission shall be held a minimum of six times a year during the months of September through July.

SECTION 703. Annual Meeting

The regular meeting in May shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and any other business that may arise.

SECTION 704. Special Meeting

Special meetings may be called by the Chair or Executive Board on their own initiative. The Chair shall call a special meeting upon written request of ten voting delegates of the Commission.

SECTION 705. Notice of Meeting

Notice of regular or special meetings of the Commission shall be mailed by the Executive Director or Secretary to voting members and alternates at least one week in advance.

SECTION 706. Minutes

The Secretary shall be responsible for the minutes of all Commission meetings.

SECTION 707. Quorum

A minimum of one-third of the voting municipalities shall be represented in order for a quorum to be met for Commission meetings. Unless specifically stated otherwise in these Bylaws or in the Act, official Commission action shall require a majority vote of delegates present and voting.

ARTICLE VIII: OFFICERS**SECTION 801. Composition**

The officers of the Commission shall be a Chair, Vice Chair, Secretary and Treasurer.

SECTION 802. Powers and Duties of Officers

Chair. The Chair of the Commission shall:

1. Be the chief executive officer; and shall represent the Commission on other organizations or appoint a designated representative;
2. Call and preside at meetings of the Commission;
3. Appoint the Chair and membership of all committees except the nominating committee;
4. Serve as an ex-officio member of all committees except the nominating committee;
5. In the absence of the Treasurer, sign all checks, notes, and drafts;

6. Perform such other duties as are assigned by these bylaws and as are customary to the office.
7. The Commission shall carry Employee Dishonesty Insurance on its employees and officers, including the Chair in an amount to be determined and approved by the Commission. The premium for such insurance shall be paid from Commission funds.

Vice-Chair. The Vice-Chair of the Commission shall act as Chair of the Commission in the absence or incapacity of the Chair.

Secretary. The Secretary of the Commission shall be responsible for the keeping of accurate and complete record of all Commission meetings and official actions. The Secretary shall perform such other duties as are required by these bylaws and as are customary to the office.

Treasurer. The Commission shall carry Employee Dishonesty Insurance on its employees and officers, including the Treasurer of the Commission in an amount to be determined and approved by the Commission. The premium for such insurance shall be paid from Commission funds. The Treasurer shall:

1. Carry out the directives of the Commission;
2. be responsible for prompt deposit of funds in such depositories as may be designated by the Commission;
3. be responsible for supervising and keeping of such books and accounts as may be ordered by the Commission or Executive Board;
4. Be responsible for the signing of all checks, notes, and drafts in the name of the Commission;
5. Be responsible for monthly reporting of the current operating expenditures of the Commission.
6. Perform such duties as are assigned by these bylaws and as are customary to the office.

SECTION 803. Eligibility

A candidate for any office must be a delegate representing a voting municipality.

ARTICLE IX: NOMINATIONS, ELECTIONS AND TERMS

SECTION 901. Nominations

At the February full commission meeting, the Executive Board shall request volunteers for a Nominating Committee consisting of three voting members (Delegates). At its February meeting the Executive Board shall choose a slate for the Nominating Committee. which it shall recommend to the full Commission for election at the March meeting of the Commission. The nominating committee shall render its report of nominations for all elective officers and at-large members of the Executive Board at the subsequent April meeting. Members of the nominating committee may be nominated for any position for which they are eligible. The nominating committee must obtain acceptance of nomination from each person whom it wishes to nominate prior to rendering its report. Nominations may also be made from the floor, with the consent of the nominee, at either the meeting at which the nominating committee makes its report, or the meeting at which elections take place.

SECTION 902. Elections

The Commission officers and at-large members of the Executive Board shall be elected by voice vote at the May meeting by majority vote of the voting delegates present unless a secret ballot is requested by three voting delegates present. Voting delegates may vote for any eligible person. If no candidate for a particular office obtains a majority, the balloting shall be repeated for that office as many times as necessary to obtain a majority vote of those voting delegates present for a single candidate.

SECTION 903. Term

The terms of office of all officers and at-large members of the Executive Board shall begin July 1 and shall end June 30, but officers shall hold office until their successors have been elected and installed. All officers and at-large members of the Executive Board shall be elected for a term of one year, but may not serve more than three consecutive terms in the same office, and no more than five consecutive terms on the Executive Board.

SECTION 904. Vacancies

A vacant office shall be filled by a majority vote of the delegates at the next Commission meeting. Officers and at-large members of the Executive Board so elected shall hold office only for the balance of the current term or until their successors are elected and installed.

SECTION 905. Representative to the Council of Regional Commissions

If the State of Vermont constitutes a Council of Regional Commissions, as anticipated by statute, the Executive Board shall nominate a representative to the Council of Regional Commissions annually at the April meeting, as necessary for that council to function. Nominations may also be made from the floor. The representative may hold any other Commission office. The eligibility, election, term and procedure for filling a vacancy in this position shall be the same procedure used for officers of the Commission.

ARTICLE X: EXECUTIVE BOARD**SECTION 1001. Composition**

The Chair, Vice-Chair, Secretary, and Treasurer and three at-large members elected as described in Article X serve as an Executive Board.

SECTION 1002. Purpose

The purpose of the Executive Board shall be to implement and supervise the policies and programs of the Commission and to review and recommend to the Commission all matters of policy affecting the activities of the Commission including, but not limited to, regional planning recommendations, program and scope, personnel policies and finances.

SECTION 1003. Powers and Duties

The Executive Board shall be subject to the orders of the Commission voting membership, and none of its acts shall conflict with action taken by the Commission. The duties of the Executive Board will include, but not be limited to, the following:

1. To carry out the instructions of the Commission voting membership;

2. To supervise the affairs of the Commission between its regular meetings but to act for the Commission only when immediate action is required and the Commission voting membership would not be able to take the necessary action in time;
3. To be responsible for the normal operating expenditures of the Commission;
4. To review and recommend the annual budget of the Commission as drafted by the Executive Director and to transmit it to the Commission for final approval;
5. To review and recommend the financing procedure for regular funding of the Commission and to transmit it to the Commission for final approval;
7. To nominate the Commission's representative to the Council of Regional Commissions, as necessary, for election by the Commission pursuant to Section 1005 of these Bylaws;
8. To implement with the assistance of the Executive Director, general personnel policies of the Commission, and other matters which would tend to promote good working conditions and morale among the Commission staff; and to review and recommend changes to the personnel policies;
9. To recommend appointment and removal of the Executive Director, subject to approval of the Commission, and to determine compensation of the Executive Director and otherwise implement personnel policies;
10. To review the scope and content of the annual work program and transmit it to the Commission for final approval, and to report progress;
11. To establish the fiscal year;
12. To adopt, formulate, and record its policies, rules and regulations for easy reference;
13. To submit a report of its activities at each Commission meeting;
14. To review and comment on Committee recommendations and to forward such recommendations unchanged to the Commission.

SECTION 1004. Meetings

Regular meetings of the Executive Board shall be held a minimum of six times a year during the months of September through July at such time as the Executive Board members shall determine. Special meetings of the Board may be called by the Chair or Executive Director and shall be called by the Chair upon written request of three members of the Executive Board. A quorum to conduct business shall consist of a simple majority of the membership of the Executive Board.

ARTICLE XI: STAFF

SECTION 1101. Composition

The staff of the Commission shall be an Executive Director, and other staff as approved by the Executive Board to implement the work program approved by the Commission voting delegates.

SECTION 1102. Executive Director: Powers and Duties

The Executive Director shall:

1. Exercise the powers and duties assigned by the Commission and the Executive Board;
2. Fill all staff positions authorized by the Commission pursuant to the personnel policies;
3. Direct a regional planning and development program as approved by the Commission and within the framework of applicable state and federal regulations.
4. Sign contracts and perform such other management acts as necessary and appropriate to direct a regional planning and development program as approved by the Executive Board and Commission.

unique

SECTION 1103. Equal Opportunity Employer

No person seeking employment or having business with the Commission shall be discriminated against for reasons of race, color, religion, ancestry, national origin, sex, sexual orientation, gender identity, place of birth, or age or against a qualified individual with a disability. The Executive Director shall take affirmative steps to insure this policy is followed.

ARTICLE XII: COMMITTEES**SECTION 1201. Composition**

1. Upon assuming office each year, the Executive Board shall appoint the chairperson and membership of such standing committees as it deems necessary to fulfill the responsibilities of the Commission. The Executive Board may also appoint the Chairperson and membership of ad hoc committees deemed necessary during their term.
2. Committee chairs must be delegates from voting municipalities. Any person shall be eligible to serve on a committee. Voting on policy and ad hoc committees shall be limited to duly appointed delegates, alternates (even if a delegate from the same municipality is present) and Citizen Interest delegates.

However, ad hoc committees structured ~~especially~~ specifically to meet the requirements of a law or funding source, such as solid waste committees under Act 78, or transportation planning committees under the Federal law, as amended, are not subject to the voting rule. Municipal representatives and representatives from the Commission shall both be eligible to vote. Such committees, if possible under their enabling legislation/funding, should have a Commission delegate as chair to enable communication and coordination between the Commission and ad hoc committee. *unique*

3. The Executive Board shall make Committee appointments from a list of the delegates and alternates. Any delegate or alternate may make requests or add recommendations to that list. The Executive Board shall review the requests and make appointments such that balanced representation occurs within each committee.
4. Committee recommendations shall be submitted to the Executive Board by July 1 of each year. The Executive Board shall make its appointments by September 1 of each year.
5. Any committee chair may, with the approval of the Chair of the Executive Board, after consultation with the Executive Director regarding staff capacity, appoint subcommittees to conduct specific work on topics within the Committees' jurisdiction.
6. No committee shall consist of fewer than three members.
7. Vacancies on committees shall be filled using the same procedures regarding appointment to the Committee as noted above.

SECTION 1202. Powers and Duties

Committees shall have the power to gather information, prepare reports and make recommendations to the Commission through the Executive Board. No committee may take unilateral action in behalf of the Commission without approval of the voting delegates to the Commission.

SECTION 1203. Standing Committee Meetings

Quorums for committee meetings shall consist of the lesser of five members or a simple majority of committee members.

ARTICLE XIII: RESOLVING CONFLICTING INTERESTS**SECTION 1301. Conflicts.**

1. Purpose. The purpose of this policy is to ensure that this Commission conducts its business in the best interests of the Region and preserves the public trust the Region places with the Commission. No delegate of the Commission may participate so as to gain a financial advantage from his or her work for the Commission. It is also the intent of this policy to ensure that all decisions made by commission delegates must be based on the best interest of the Region and/or the municipality which he or she represents.
2. Definitions. For the purposes of this policy, the following definitions shall apply:
 - a. A direct or indirect financial interest of a delegate, his or her spouse, household member, child, stepchild, parent, grandparent, grandchild, sibling, aunt or uncle, in law, close business associate, employer or employee, in the outcome of a cause, proceeding, application or any other matter pending before the Commission.
 - b. Appearance of conflicts means conduct which may be construed to constitute a conflict. In order to preserve the public trust, all commissioners are encouraged to disclose relationships or interests that may appear to be conflicts in order to allow the Commission to make a timely decision concerning whether an actual conflict exists.
 - c. Public interest means an interest of the Region as a whole, conferred generally upon all residents of the Region.
3. Disqualification.
 - a. A delegate shall not participate in any official action if he or she has a conflict of interest in the matter under consideration.
 - b. A delegate shall not personally, or through any member of his or her household, business associate, employer or employee, represent, appear for, or negotiate in a private capacity on behalf of any person or organization in a cause, proceeding, application or other matter pending before the Commission in which the delegate holds office or is employed.
 - c. Commission members or employees shall not accept gifts or other offerings for personal gain by virtue of their public office.
 - d. In the event a delegate is uncertain whether he or she or any other delegate has a conflict of interest in any matter, he or she may notify the Chair, prior to action taken by the Commission, and request the Commission to determine whether a conflict of interest exists as to another delegate or him/herself. The Commission shall resolve the question by a majority vote. If the Commission concludes that a delegate has a conflict the Commission shall exclude that delegate from participation, voting or taking action on the subject matter in his/her capacity as a Commission member. He or she shall retain all rights as a citizen and may participate as a member of the general public.
4. Disclosure. A delegate who has reason to believe that he or she has or may have an appearance of a conflict of interest but believes that he or she is able to act fairly, objectively and in the public interest in spite of the appearance of a conflict of interest shall, prior to participating in any official action on the matter disclose to the commission at a public hearing the matter under consideration, the nature of the potential conflict of

interest and why he or she believes that he or she is able to act in the matter fairly, objectively and in the public interest.

5. Recusal. A delegate shall recuse him or herself from any matter in which he or she has a conflict of interest, pursuant to the following:
 - a. Any Commissioner may request that a member recuse him or herself due to a conflict of interest. Such request shall not constitute a requirement that the member recuse him or herself; If the member refuses to recuse him or herself and the issue of conflict remains, the Full Commission shall make the decision regarding whether an actual conflict exists using the process outlined in Section 3D above.
 - b. A delegate who has recused him or herself from a proceeding shall not sit with the commission, deliberate with the commission, or participate as a delegate while that proceeding is pending; He or she shall retain all rights as a private citizen and may participate as a member of the general public.

ARTICLE XIV: SUPPLEMENTARY PROVISIONS

SECTION 1401. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Commission in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Commission may adopt.

SECTION 1402. Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Commission by a 2/3rds vote of delegates present and voting, provided that the amendment has been submitted in writing at the previous regular meeting and included in the notice of the meeting at which such vote occurs.

SECTION 1403. Separability

If any provision of these Bylaws is held invalid, the other provisions of the Commission's Bylaws shall not be affected thereby.

BCRC Bylaws

ARTICLE I LEGAL BASIS FOR REGIONAL PLANNING COMMISSION

24 V.S.A., Chapter 117, Vermont Municipal and Regional Planning and Development Act constitutes the legal authority for the establishment, existence, duties and responsibilities of the Commission.

ARTICLE II NAME

The name of this regional planning commission shall be the Bennington County Regional Commission (BCRC).

ARTICLE III PURPOSE

The general purpose of the Bennington County Regional Commission, hereinafter called the BCRC, shall be to guide the implementation and continuation of the regional plan, assist the member towns and promote the health, safety, order convenience, prosperity and welfare of the inhabitants of the region. The Commission shall have all the powers conferred by law upon regional planning commissions.

ARTICLE IV MEMBERSHIP, REPRESENTATION AND VOTING

Section 1 Membership

All municipalities including the towns and villages of the Bennington Planning Region shall be considered members of the Commission. These municipalities are: Arlington, Bennington, Dorset, Glastenbury, Landgrove, Manchester, Manchester Village, North Bennington Village, Old Bennington Village, Peru, Pownal, Rupert, Sandgate, Shaftsbury, Stamford, Sunderland, and Woodford. Additional municipalities may be admitted to membership by an affirmative majority vote of the Commissioners voting.

Section 2 Representation

Representation on the Commission shall be by the Commissioners. The legislative body of each member town shall appoint at least one but not more than two Commissioners for terms specified by the legislative body. The legislative body of the incorporated Villages and the Town of Glastenbury shall each appoint one Commissioner. Other persons representing broad interest groups in the region or having special expertise or interest may be admitted to membership by an affirmative majority of the Commissioners voting. Persons so appointed shall serve for a one-year term.

Notwithstanding the above provision, any town which has appointed three Commissioners to the Commission on or before August 1, 1996, may continue to have three representatives until June 1, 1997. On or before such latter date, the legislative body of the Town shall notify the Executive Director which two representatives shall continue to serve as Commissioners. In the absence of such notification, the Commissioner most recently appointed to the Commission by such Town shall no

longer be entitled to act as a Commissioner from such Town, however will be eligible for election to the Commission pursuant to the preceding paragraph. This paragraph shall expire June 2, 1997.

The Chair of the Commission or his/her designee shall be the representative to the State Council of Regional Commissions. The representative shall attend meetings of the Council and report to the Commission on the Council's activities. Other duties of the representative shall be as defined by the Council.

Section 3 Voting

Each Commissioner shall be entitled to one vote at Commission proceedings. Except as stated below, or in Article VIII, any issue brought before the Commission may be decided only by an affirmative majority of the Commissioners voting. Only Commissioners representing municipalities which comply with Article V hereof shall comprise the voting membership. Only the municipal representatives shall vote on the Regional Plan and confirmation or approval of municipal plans and processes. Regional Plan adoptions, amendments or changes, as well as municipal plan confirmations must receive the requisite number of Commissioner votes required by 24 VSA Chapter 117.

ARTICLE V MUNICIPAL APPROPRIATIONS TO THE COMMISSION

Member municipalities of the Commission shall appropriate funds pursuant to 24 U.S.A., Chapter 117, Section 4362. The proportion of the expenses of the Commission to be borne, respectively, by the member municipalities shall be in a ratio which takes into account population based on the latest U.S. Census or official population estimates of the State. The population of any incorporated village shall be deducted from the population of the town containing any such village when calculating the assessment. The Executive Committee may add to or modify the formula to achieve greater equity.

ARTICLE VI OFFICERS AND STAFF

Section 1 Officers

The Officers of the Commission shall include a Chair, Vice-Chair, Secretary and Treasurer. The Commission shall elect its Officers from among its municipal members.

Section 2 Staff

The staff of the Commission may include an Executive Director and other necessary administrative and technical staff as the Commission determines. Duties and compensation, if any, will be established by the Executive Committee at the time a position is created or filled.

Section 3 Nomination of Officers

A Nominating Committee of three Commissioners shall be appointed by the Chair of the Commission at least 60 days in advance of the Commission meeting held in May of each year. The Nominating

Committee shall render its report of nominations to fill ensuing vacancies at least twenty days prior to the May meeting. The Nominating Committee may nominate one or more candidates for each office.

The report of the Nominating Committee and a ballot shall be mailed to all Commissioners entitled to vote not less than 15 days in advance of the May meeting. Commissioners are privileged to vote for or nominate any qualified person whether or not he or she be nominated by the Nominating Committee.

Section 4 Election of Officers

The officers of the Commission shall be elected by the affirmative written ballots of a majority of the Commissioners voting. The ballots shall be cast and counted, with the results of the ballot *(shall be)* ascertained and announced at the May meeting of each year.

Section 5 Terms of Office

The terms of office of all officers shall begin immediately after the May meeting of each year at which they are declared elected and shall end immediately after the May meeting of each year at the end of their term; but officers shall hold office until their successors have been elected and installed.

Section 6 Vacancies

In the event that any office is vacated, such office shall be filled by a majority vote of the Commissioners voting at the next Commission meeting. Officers so elected are to hold office only for the balance of the current term or until their successors are elected and installed.

Vacancies in the position of Commissioner shall be filled by the legislative body of the municipality where the vacancy occurs, and such appointments shall be for the length of the unexpired term of the position vacated.

Section 7 Duties of Officers and Staff

The Chair shall call and preside at meetings of the Commission and shall, except as otherwise provided, create and discharge standing committees and special committees and serve as a non-voting ex-officio member of all committees, except in the case of a tie when he or she shall vote and shall perform such other duties as are customary to the office.

The Vice-Chair shall act as Chair in the absence or incapacity of the Chair.

The Secretary shall perform such duties as are customary to the office, including responsible direction of such secretarial duties as are assigned by the By-Laws, and shall put into effect the directives of the Commission.

The Treasurer shall perform such duties as are customary to the office, including responsible direction of such financial duties as are assigned by these By-Laws, and he or she shall put into effect the directives of the Commission. The Treasurer as a customary duty of the office is authorized by the

Commission to borrow such funds as are required for its operation in anticipation of annual revenues. The Treasurer shall be bonded for the faithful performance of duties if and when so voted by the Commission in an amount to be determined and approved by the Commission. The premiums for such a bond shall be paid from Commission funds.

An Executive Committee of the Commission shall consist of the Officers and an additional member appointed by the Chair. This Committee shall assist and act on budgets, financial reports, contracts, audits, Act 250 proceedings, or other duties of the Commission provided, however, that any significant actions shall be reported to the full Commission and such actions shall be subject to rescission or amendment by the Commission.

The Executive Director or designee shall be in charge of the Office and all other employed staff, shall conduct a regional planning program, subject to the approval of the Commission within the framework of 24 V.S.A., Chapter 117, and shall be in charge of all general correspondence of the Commission. In addition to the duties as Executive Director for the Commission, the Executive Director shall assist the offices of Secretary and Treasurer, and in this capacity shall be responsible for keeping minutes of all meetings of the Commission; shall notify Commissioners of the election to office or appointment to committees; shall receive all money due the Commission; shall prepare an annual budget, including estimated revenues and expenditures for the fiscal year; shall disburse the funds in accordance with the budget and as authorized by the Treasurer, and shall keep accounts which shall at all times be open to inspection of the Commission and which shall be submitted for an annual auditing as prescribed by the officers. The Executive Director shall further undertake such other duties as the Commission shall assign and shall follow its instructions.

Section 8 Equal Employment Policy

It is the policy of the Bennington County Regional Commission that no person seeking employment or having business with the Commission shall be discriminated against for reasons of race, religion, color, sex, sexual orientation or place of national origin.

The Executive Director shall take affirmative steps to insure that this policy is followed.

Section 9 Annual Reports

The Chair, Executive Director, Secretary and Treasurer shall prepare annual written reports which shall be presented to the Commission at its meeting held in May of each year.

ARTICLE VII MEETINGS

Section 1 Regular Meetings

There shall be a meeting held on the third Thursday of May each year, which shall be the annual meeting. There shall be at least five other meetings held each year at a time and place to be determined by the Commission.

Section 2 Additional Meetings

Additional meetings may be called by the Chair or by a petition signed by a majority of the Commissioners.

Section 3 Notice of Meetings

At least seven days prior notice of all meetings of the Commission shall be given by the Chair or Secretary to all Commissioners.

Section 4 Minutes of Meetings

Minutes of all meetings of the Commission shall be kept by the Secretary or Executive Director.

Section 5 Quorum

Representation from a majority of municipalities having voting members on the Commission shall constitute a quorum for the transaction of business at meetings of the Commission.

ARTICLE VIII AMENDMENTS OF BY-LAWS

These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at a meeting of the Commission upon 60 days notice of the proposed amendment, alteration, change, addition or repeal.

1 **CHITTENDEN COUNTY REGIONAL PLANNING COMMISSION**
2 **BYLAWS**

3
4
5 **ARTICLE I. NAME, VISION AND MISSION**

6
7 The name of this regional planning organization is the Chittenden County Regional Planning
8 Commission. These by-laws shall regulate and govern the affairs of the Chittenden County
9 Regional Planning Commission.

10
11 The Chittenden County Regional Planning Commission's organizational vision is to be a pre-
12 eminent, integrated regional organization that plans for healthy, vibrant communities, economic
13 development, and efficient transportation of people and goods while improving the region's
14 livability.

15
16 The mission of the Chittenden County Regional Planning Commission is to act as the principal
17 forum for planning, policy and community development in the region. We will do this by
18 providing planning and technical assistance that meets the needs of our member municipalities
19 and the public, while remaining consistent with our federal and state requirements. Our work
20 will result in the development and implementation of plans that support sustainable development
21 and improve the region's quality of life and environment.

22
23
24 **ARTICLE II. ENABLING LEGISLATION**

25
26 The Chittenden County Regional Planning Commission is an organization that combines the
27 previously separate Chittenden County Regional Planning Commission (CCRPC) and
28 Chittenden County Metropolitan Planning Organization (CCMPO). The CCRPC and CCMPO
29 were combined with the adoption of these bylaws and subsequent actions to form one combined
30 organization by action of the CCRPC and CCMPO Boards of Directors on May 18, 2011.

31
32 The legal basis and powers for Chittenden County Regional Planning Commission serving as the
33 region's regional planning commission stem from and are as stipulated in 24 V.S.A. § 4301 et
34 seq., as amended, 24 V.S.A. § 4345 et seq. and such other laws as may be enacted by the General
35 Assembly of the State of Vermont. The CCRPC was chartered by the municipalities of
36 Chittenden County on May 2, 1966 with amendments to the original charter dated May 26, 1997
37 and September 28, 1998 and is funded in part through the State of Vermont property transfer tax
38 as outlined in 24 V.S.A. § 4306(a). To the extent a conflict exists with a provision in Vermont
39 statutes governing regional planning commissions, the Vermont statutes will control.

40
41 The CCMPO conducts Metropolitan Transportation Planning pursuant to 23 U.S.C. 134 and was
42 designated by the Governor of Vermont on June 10, 1983 pursuant to Federal Highway Act of
43 1962, as amended (23 U.S.C. 101 et. seq.); the Urban Mass Transportation Act of 1964, as
44 amended (49 U.S.C. 1601 et. seq.); and by agreements dated April 20, 1983 and January 28,
45 1998 to serve as the metropolitan planning organization (MPO). In an agreement dated January
46 28, 1998 the CCMPO added membership to include the nine rural communities formerly
47 members of the Chittenden County Rural Planning Organization.

Chittenden County

Regional Planning Commission Bylaws -2-

Adopted 05/18/11, Effective 07/01/11

1
2 These bylaws hereby replace the charter and bylaws of the CCRPC and bylaws of the CCMPO.
3
4

5 **ARTICLE III. DUTIES, RESPONSIBILITIES AND DUES**
6

7 In keeping with its purpose, the Chittenden County Regional Planning Commission will have the
8 following duties and responsibilities:
9

- 10 A. In order to carry out the responsibilities of the regional planning commission, the Chittenden
11 County Regional Planning Commission should carry out the duties as stipulated in 24 V.S.A.
12 Chapter 117, Section 4301 et seq., as amended, and such other laws as may be enacted by the
13 General Assembly of the State of Vermont.
14
- 15 B. In order to carry out the responsibilities of the metropolitan planning organization (MPO),
16 the Chittenden County Regional Planning Commission should carry out the duties as
17 stipulated in 23 CFR § 450.300 et seq., as amended, and such other laws and rules as may be
18 enacted by the Congress of the United States, the United States Department of Transportation
19 or the General Assembly of the State of Vermont.
20
- 21 C. Member communities provide local match funds for Chittenden County Regional Planning
22 Commission programs funded in the annual work program under State and Federal law.
23 Communities shall be assessed their reasonable fair share based on their community's
24 proportional equalized education grand list of the Chittenden County Regional Planning
25 Commission region. The most current data available for this grand list shall always be
26 utilized in this distribution
27
- 28 D. The duties and responsibilities of members and alternates will be articulated in job
29 descriptions developed by the Chittenden County Regional Planning Commission.
30
31
32

Chittenden County

Regional Planning Commission Bylaws -3-

Adopted 05/18/11, Effective 07/01/11

ARTICLE IV. APPOINTMENT OF REPRESENTATIVES, TERM OF OFFICE**A. Board Membership in Chittenden County Regional Planning Commission is as follows:**

Bolton	Buel's Gore
Burlington	Charlotte
Colchester	Essex
Essex Junction	Hinesburg
Huntington	Jericho
Milton	Richmond
St. George	Shelburne
South Burlington	Underhill
Westford	Williston
Winooski	
Vermont Agency of Transportation (VAOT)	US Federal Highway Administration (FHWA)
Agriculture	Industrial/Business
Socio-Economic-Housing	Conservation/Environmental
Burlington International Airport (BIA)	Federal Transit Administration (FTA)
Chittenden County Transportation Authority (CCTA)	Railroad Industry

B. Each member municipality's locally elected legislative body shall appoint a representative to the Chittenden County Regional Planning Commission and that representative's alternate, with the alternate having voting privileges in the absence of the representative. It is desirable that the representative be a current or past member of the locally elected legislative body. Representatives and alternates shall serve at the pleasure of their respective locally elected legislative bodies and may be removed during their term. The term of the representatives and alternates will be for two years beginning July 1st with the exception of fiscal year 2012 as follows in this section. Communities whose beginning letter falls between A through K shall appoint a representative for even numbered fiscal years; and, communities whose beginning letter falls from L through Z shall appoint a representative for odd numbered fiscal years. For fiscal year 2012 only (July 1, 2011 through June 30, 2012) appointments from communities whose beginning letter falls between L through Z shall be appointed to a one year term. Appointments by locally elected legislative bodies to fill a vacancy shall be for the unexpired term.

two
year
terms,
staggered

C. All non-municipal Board members are At-Large Board members. At-large Board members (Agriculture, Socio-Economic-Housing, Industrial/Business, Conservation/Environmental and Railroad Industry) shall be appointed by the Chittenden County Regional Planning Commission for a term of two years for even numbered fiscal years at the June meeting. At-large Board members shall serve at the pleasure of the Chittenden County Regional Planning Commission Board and may be removed during their term.

D. The Vermont Secretary of Transportation or his/her designated alternate will represent the State of Vermont Agency of Transportation.

Chittenden County

Regional Planning Commission Bylaws -4-

Adopted 05/18/11, Effective 07/01/11

- E. The following entities will appoint their respective representatives and alternates: FHWA, FTA, CCTA, and the BIA. Representatives of these organizations serve at the pleasure of their appointing bodies and may be removed during their term.

Article V. QUORUM & VOTING

- A. MPO business is defined comprehensively to include all activities undertaken by the Chittenden County Regional Planning Commission to carry out its responsibilities and authority as a metropolitan planning organization.
- B. MPO voting. When conducting MPO business, the voting power of the Chittenden County Regional Planning Commission shall consist of a total of 24 votes apportioned as follows:

Municipality	Votes	Municipality	Votes
Bolton	1	Burlington	4
Charlotte	1	Colchester	2
Essex	1	Essex Junction	1
Hinesburg	1	Huntington	1
Jericho	1	Milton	1
Richmond	1	St. George	1
Shelburne	1	South Burlington	2
Underhill	1	Westford	1
Williston	1	Winooski	1
VT Agency of Transportation	1		

A majority of the voting power (i.e. 13 of 24 votes) shall constitute a quorum for the transaction of MPO business at meetings. A majority of the voting power (i.e. 13 of 24 votes) and a majority of the municipalities (10 of 18) is required to adopt or amend MPO business.

Notwithstanding the need to make adjustments as a result of official corrections to the decennial census urbanized area boundary, the Chittenden County Regional Planning Commission shall review, and amend as it deems appropriate, its voting mechanisms and voting distribution for the purposes of MPO business within one year of the publication of each decennial census urbanized area boundary.

- C. All other business. For the purposes of voting on all other business, including elections, FHWA, VAOT, CCTA, Railroad Industry, FTA and BIA are non-voting Board members. A majority of the total of municipal and voting At-large Board members shall constitute a quorum for the transaction of all other business at meetings of the Chittenden County Regional Planning Commission unless otherwise noted. Each Board member has one vote. At-large Board members shall not vote on approving municipal plans and planning processes per 24 V.S.A. § 4350.

Chittenden County

Regional Planning Commission Bylaws -5-

Adopted 05/18/11, Effective 07/01/11

ARTICLE VI. EXECUTIVE DIRECTOR**A. Executive Director shall:**

- 1) Be responsible to the Chittenden County Regional Planning Commission.
- 2) Conduct a regional planning program, within the framework of 24 V.S.A., Chapter 117, and other state statutes relevant to regional planning.
- 3) Carry out all aspects of the regional transportation planning program.
- 4) Manage contracts with consultants for the purpose of implementing the duly adopted Unified Planning Work Program.
- 5) Recommend changes to the bylaws, etc. to reflect the passage of new federal or state legislation.
- 6) Be responsible for the office.
- 7) Hire and manage staff including consultation with the Executive Committee when hiring the Assistant/MPO Director.
- 8) Be in charge of all general correspondence of the Chittenden County Regional Planning Commission.
- 9) Assist the Secretary/Treasurer, and in this capacity shall be responsible for:
 - a) keeping minutes of regular and special meetings of the Chittenden County Regional Planning Commission;
 - b) notifying Board members of their election to office or appointment to committees;
 - c) receiving all money due the Chittenden County Regional Planning Commission.
- 10) Prepare an annual budget and UPWP, including estimated revenues and expenditures, for the fiscal year to be reviewed by the Executive Committee of the Chittenden County Regional Planning Commission prior to submission for approval by the full Board.
- 11) Disburse the funds in accordance with the budget and as authorized by the Secretary/Treasurer.
- 12) Keep accounts which shall at all times be open to inspection by the Board members.
- 13) Undertake such other duties as the Chittenden County Regional Planning Commission shall assign.
- 14) Prepare an annual written report after the completion of each fiscal year.
- 15) Prepare a calendar for the ensuing year, which shall be presented to the Chittenden County Regional Planning Commission.
- 16) Prepare quarterly financial reports in a format approved by the Executive Committee and the Chittenden County Regional Planning Commission.

B. Job descriptions and responsibilities for additional staff shall be on file.**ARTICLE VII. OFFICERS & EXECUTIVE COMMITTEE****A. Election of Officers and Executive Committee**

The Chittenden County Regional Planning Commission shall annually elect three officers, a

Chittenden County

Regional Planning Commission Bylaws -6-

Adopted 05/18/11, Effective 07/01/11

1 Chair, Vice-Chair, and Secretary/ Treasurer. In addition, the Chittenden County Regional
2 Planning Commission shall annually elect two municipal Board members to the Executive
3 Committee. One municipal Board member of the Executive Committee shall represent a
4 community of 5000+ population; the other, a community of less than 5000 population, based
5 on information from the latest census or population estimate completed by the US Census
6 Bureau.

7
8 The Board Development Committee shall render its report of nominations to fill ensuing
9 vacancies prior to the June meeting. The Board Development Committee may nominate one
10 or more candidates for each office. Candidates may also be nominated from the floor.

11
12 The officers of the Chittenden County Regional Planning Commission shall be elected by a
13 two-thirds majority of the Board members present and voting pursuant to 24 V.S.A. §
14 4343(b). The results of the voting shall be announced at the June meeting of each year. In
15 the event a majority for any office is not reached, the top two vote getters will have a run-off
16 election and the Chittenden County Regional Planning Commission will continue to vote
17 until a majority is reached.

18
19 B. Qualifications and Duties of Officers

- 20 1) As a qualification for office, the Chair shall have served at least one year as a
21 representative on the Chittenden County Regional Planning Commission or its
22 predecessor organizations. The Chair shall have the power to call special meetings,
23 establish agendas, preside over Chittenden County Regional Planning Commission
24 meetings and, with concurrence of the Chittenden County Regional Planning
25 Commission, establish and appoint committees and their members. The Chittenden
26 County Regional Planning Commission will have at least those committees delineated in
27 Article XI of these by-laws.
28 2) The Vice-Chair shall serve in the absence of the Chair, and in his/her absence have the
29 same powers as the Chair.
30 3) The Secretary/Treasurer shall be responsible for such secretarial and financial duties as
31 are customary to the office.

32
33 C. Membership and Elections for Vacancies of the Executive Committee

34 The members of the Executive Committee shall consist of six members: the Chair, Vice-
35 Chair, Secretary/Treasurer, immediate past Chair and the two municipal members described
36 in Section A above, elected at the June meeting. In the event of a vacancy existing between
37 annual elections, the Chittenden County Regional Planning Commission shall elect a
38 member to the Executive Committee to serve until the next June meeting.

39
40 D. Terms of Office

41 The terms of office of Executive Committee members shall begin immediately after the
42 June meeting of each year at which they are declared elected and shall end immediately after
43 the next June meeting unless re-elected; but officers shall hold office until their successors
44 have been elected and installed. The Chair, Vice-Chair and Secretary/Treasurer shall serve
45 no longer than two consecutive years in any one office. Municipal members of the
46 Executive Committee may not serve more than four consecutive years in that position.

Chittenden County

Regional Planning Commission Bylaws -7-

Adopted 05/18/11, Effective 07/01/11

E. Purpose, Power and Duties of the Executive Committee

The purpose of the Executive Committee shall be to facilitate the administration of the Chittenden County Regional Planning Commission, ensure that policy and planning recommendations are brought before the Board, and ensure that the decisions of the Chittenden County Regional Planning Commission are implemented.

The Executive Committee shall be subject to the orders of the Chittenden County Regional Planning Commission voting membership, and none of its acts shall conflict with action taken by the Chittenden County Regional Planning Commission. The duties of the Executive Committee will include, but not be limited to, the following:

- 1) to monitor and assure the implementation of Chittenden County Regional Planning Commission Board of Director decisions;
- 2) to oversee the development of the agenda for Chittenden County Regional Planning Commission meetings;
- 3) to oversee the affairs of the Chittenden County Regional Planning Commission between its regular meetings but to act for the Chittenden County Regional Planning Commission only when immediate action is required and the Chittenden County Regional Planning Commission Board of Directors would not be able to take the necessary action;
- 4) to annually recommend to the full Chittenden County Regional Planning Commission at the June meeting representatives and alternate representatives At-Large to be elected to represent the categories prescribed in Article IV. A.
- 5) to oversee the activities of the Finance Committee (FC), Board Development Committee (BDC), Unified Planning Work Program Committee (UPWPC), Transportation Advisory Committee (TAC), Planning Advisory Committee (PAC), and Long Range Planning Committee (LRPC) and to review Committee recommendations prior to submission to the Board of Directors;
- 6) to oversee organizational and personnel policies;
- 7) to employ, support, and annually review an Executive Director, subject to Chittenden County Regional Planning Commission approval;
- 8) to assist the Executive Director in the hiring of the Assistant/MPO Director;
- 9) to determine, recommend and transmit to the Chittenden County Regional Planning Commission for approval all recommendations concerning public policy and plan recommendations forthcoming from the Chittenden County Regional Planning Commission's program, which would affect the Chittenden County region and its individual constituent cities and towns;
- 10) to develop and update the Chittenden County Regional Planning Commission strategic plan and report findings to the Board of Directors;
- 11) to establish sub-committees on an as needed basis; and
- 12) to submit a written report of its activities and/or minutes of its meetings prior to each Chittenden County Regional Planning Commission meeting.

F. Executive Committee Meetings

Meetings will be held, at a minimum, in advance of the regular meeting of the Chittenden County Regional Planning Commission. Special meetings can be called at the request of the

Chittenden County

Regional Planning Commission Bylaws -8-

Adopted 05/18/11, Effective 07/01/11

Chair or the Executive Director. A quorum to conduct business shall consist of four members.

Article VIII. MEETINGS

The rules of procedures of the Chittenden County Regional Planning Commission shall be Robert's Rules of Order the latest edition. These procedures will be followed except where superseded by these by-laws.

Board members will be sent their meeting notification, agendas, and appropriate documents at least one week prior to the actual meeting date, except in the case of special meetings. The Chittenden County Regional Planning Commission is a public body and shall comply with the Vermont Open Meeting Law (1 V.S.A. § 310 et seq.) and Access to Public Records Laws (1 V.S.A. §§ 315-320 et seq.). Special meetings may be called by the Chair or by a combined group of 50 percent or more of the voting Board members. The Chittenden County Regional Planning Commission Board may employ a "Consent Agenda" process when appropriate for expediting minor administrative actions related to the efficient operation of the Chittenden County Regional Planning Commission and the management of Chittenden County Regional Planning Commission programs and documents (e.g., qualifying TIP amendments). Any administrative change to Chittenden County Regional Planning Commission documents, policies, or procedures, other than items defined in Article X of these by-laws, may be identified and included in the Consent Agenda element of the full agenda for a regularly-schedule Board meeting.

At the beginning of each Board meeting, under the "Changes to the Agenda" item, the Chair will entertain requests from any Board member to move individual Consent Agenda items to the Deliberative Agenda for discussion and action. The Board will then act on the Consent Agenda. If a Consent Agenda item is moved to the Deliberative Agenda for discussion and action, Board members will have the opportunity to request additional information on the item from staff, municipalities, and/or agencies, as appropriate. The Board may then (1) move and vote to approve the item moved from the Consent Agenda to the Deliberative Agenda, at which time the subject administrative change becomes effective, or (2) move and vote to send the change to the appropriate body (e.g., Executive Committee, TAC, or staff) for further review and recommendation.

Article IX. FISCAL YEAR & MEETING DATES

The Chittenden County Regional Planning Commission's fiscal year shall be July 1st through June 30th.

The Annual Meeting shall be set by the Executive Committee and affirmed by the Chittenden County Regional Planning Commission Board.

The June Meeting of the Chittenden County Regional Planning Commission shall each year include the election of the organization's Officers and the Executive Committee.

Chittenden County

Regional Planning Commission Bylaws -9-

Adopted 05/18/11, Effective 07/01/11

1
2 The Chittenden County Regional Planning Commission Board shall annually establish the day,
3 time, and location of the Chittenden County Regional Planning Commission regular meetings.
4 Meetings of the Chittenden County Regional Planning Commission shall be conducted at least
5 quarterly.
6
7

8 **Article X. ADOPTIONS OR AMENDMENTS.**
9

10 A. Bylaws

11 Upon recommendation of the Executive Committee or upon request by resolution through
12 written ballot by a majority of the Board members any proposed amendment to the by-laws shall
13 first be sent to the Board members and the Board member municipalities' locally elected
14 legislative bodies in preliminary form for consideration and comment for a period of not less
15 than thirty days. Not later than thirty days after this period, the Executive Committee shall
16 submit to the Chittenden County Regional Planning Commission, (1) a report summarizing the
17 comments received and recommendations of the Executive Committee; and (2) if authorized by
18 the Chittenden County Regional Planning Commission, the proposed amendment in final form as
19 a written ballot. If submission of the amendment as a ballot is not authorized by the Chittenden
20 County Regional Planning Commission, but within ninety days after issuance of the report such
21 submission is requested by a petition signed by at least twenty-five percent of the Board
22 members, the Executive Committee shall, within thirty days following receipt of said petition,
23 submit to the Chittenden County Regional Planning Commission a written ballot of the proposed
24 amendment as originally submitted. Adoption of any amendments shall require the affirmative
25 vote of two-thirds majority of the Board members.
26

27 B. MPO Business

28 Before the Chittenden County Regional Planning Commission may adopt or make other than
29 minor amendments or administrative changes to MPO business, notice to Board member
30 municipalities' locally elected legislative bodies and to the general public shall be given
31 consistent with the Public Participation Plan. Upon adoption, the MTP shall be integrated into
32 and become part of the Regional Plan.
33

34 Minor amendments to the UPWP, such as reallocating dollars between approved tasks, can be
35 done with Chittenden County Regional Planning Commission Board approval, without a public
36 hearing.
37

38 No municipality or organization shall challenge the validity of the TIP, UPWP, or MTP as
39 adopted according to this article, for procedural defects, after thirty (30) days following the day
40 on which it was adopted.
41

42 C. Regional Plan

43 The Chittenden County Regional Planning Commission shall hold public hearings and seek
44 comments on a proposed Regional Plan or amendments consistent with 24 V.S.A. § 4348. The
45 Chittenden County Regional Planning Commission shall hold public hearings and review
46 municipal plans and planning processes consistent with 24 V.S.A. §4350.

unique

Chittenden County

Regional Planning Commission Bylaws -10-

Adopted 05/18/11, Effective 07/01/11

Article XI. COMMITTEES

1
2
3
4
5
6 There shall be committees of the Chittenden County Regional Planning Commission as
7 described herein. All Chittenden County Regional Planning Commission Board members are
8 encouraged to participate in a minimum of at least one standing committee. The Chair may
9 appoint ad hoc committees for a specific purpose with the approval of the Chittenden County
10 → Regional Planning Commission. Committees should include subject matter experts as needed to
11 provide advice to the Chittenden County Regional Planning Commission Board.
12
13
14

A. Finance Committee (FC)

15
16
17 The Finance Committee shall oversee the Chittenden County Regional Planning Commission
18 finances and matters related to organizational finances as specifically described in items 1-8
19 of this section.
20

21 The Chair of the Finance Committee shall be the Chittenden County Regional Planning
22 Commission Secretary/Treasurer. There shall be up to 3 additional members including the
23 Chittenden County Regional Planning Commission Vice Chair and two members of the
24 Board of Directors.
25

26 The Finance Committee shall meet on a quarterly basis or as needed to conduct the following
27 activities:

- 28 1) oversee Chittenden County Regional Planning Commission finances;
- 29 2) oversee the Chittenden County Regional Planning Commission annual budget
30 development and report findings to the Executive Committee in cooperation with the
31 Unified Planning Work Plan Committee;
- 32 3) oversee the Chittenden County Regional Planning Commission annual audit and
33 report findings to the Executive Committee;
- 34 4) oversee the staff benefit structure on an annual basis and report recommendations
35 and/or findings to the Board;
- 36 5) oversee the staff compensation pool recommendations on an annual basis and report
37 recommendations and/or findings to the Board;
- 38 6) oversee the development of a compensation study on a five year basis and report
39 recommendations/findings to the Board;
- 40 7) conduct other duties as assigned by the Board and/or Executive Committee; and
41 8) establish sub-committees on an as needed basis.
42

B. Board Development Committee (BDC)

43
44
45 The Board Development Committee shall oversee the Chittenden County Regional Planning
46 Commission nominating process, updates to the Chittenden County Regional Planning

Chittenden County

Regional Planning Commission Bylaws -11-

Adopted 05/18/11, Effective 07/01/11

1 Commission bylaws, Board member development, communications, and engagement as
2 specifically described in items 1-10 of this section.

3
4 The Chair of the Board Development Committee shall be the Chittenden County Regional
5 Planning Commission Immediate Past Chair (should there not be an available Immediate Past
6 Chair the Executive Committee shall appoint a Chair). There shall be up to 4 additional
7 members of the Board of Directors.

8
9 The Board Development Committee shall meet on a semi-annual basis or as needed to
10 conduct the following activities:

- 11 1) prepare a slate of officers;
- 12 2) review and recommend updates of the Chittenden County Regional Planning
13 Commission bylaws on an as needed basis and report findings to the Executive
14 Committee;
- 15 3) conduct new Board member recruitment in coordination with municipal locally
16 elected legislative bodies;
- 17 4) oversee Board member training and development;
- 18 5) conduct Board performance evaluations;
- 19 6) oversee and conduct Chittenden County Regional Planning Commission outreach and
20 communications (or delegate to an ad hoc Community Engagement Committee);
- 21 7) oversee and conduct Chittenden County Regional Planning Commission marketing
22 and branding (or delegate to an ad hoc Community Engagement Committee);
- 23 8) review and recommend updates of the Chittenden County Regional Planning
24 Commission Public Participation Plan on an as needed basis (or delegate to an ad hoc
25 Community Engagement Committee) and report findings to the Executive
26 Committee;
- 27 9) conduct other duties as assigned by the Board and/or Executive Committee; and
- 28 10) establish sub-committees on an as needed basis.

29
30 *unique* C. Unified Planning Work Plan Committee (UPWPC)

31
32 The Unified Planning Work Plan Committee shall oversee the Chittenden County Regional
33 Planning Commission annual work plan development process as specifically described in
34 items 1-5 of this section.

35
36 The Chair of the Unified Planning Work Plan Committee shall be a Board member. There
37 shall be up to 12 members as follows:

- 38 • 3-5 Board members
- 39 • 2 Transportation Advisory Committee members
- 40 • 2 Planning Advisory Committee members
- 41 • Vermont Agency of Transportation
- 42 • Federal Highway Administration (ex-officio, non-voting)
- 43 • Chittenden County Transportation Authority (ex-officio, non-voting)

44
45 The Unified Planning Work Plan Committee shall meet on a semi-annual basis or as needed
46 to conduct the following activities:

Chittenden County

Regional Planning Commission Bylaws -12-

Adopted 05/18/11, Effective 07/01/11

- 1) develop a draft annual Unified Planning Work Program (UPWP) and report findings to the Executive Committee in cooperation with the Finance Committee;
- 2) review and recommend updates to the UPWP development process policies on an as needed basis and report findings to the Executive Committee;
- 3) develop performance measures to monitor the implementation of the UPWP, update the performance measures on an as needed basis, monitor the implementation of the UPWP using the established performance measures and report findings to the Executive Committee;
- 4) conduct other duties as assigned by the Board and/or Executive Committee; and
- 5) establish sub-committees on an as needed basis.

D. Transportation Advisory Committee (TAC)

The Transportation Advisory Committee shall oversee the Chittenden County Regional Planning Commission transportation activities and policy development funded primarily through the Federal Highway Administration Metropolitan Planning Organization (MPO) program as specifically described in items 1-11 of this section.

The Chair of the Transportation Advisory Committee shall be a TAC member. There shall be up to 33 members and representatives of organizations as follows:

- 1 Board members
- Representatives of the 18 municipalities eligible to vote on MPO business as described in Article V. A.
- Vermont Agency of Transportation
- Federal Highway Administration
- Chittenden County Transportation Authority
- Burlington International Airport
- Campus Area Transportation Management Association
- Special Services Transportation Agency
- Person representative of the Business Community
- Person representative of the Disabled Community
- Person representative of the Elderly Community
- Person representative of the Environmental Community
- Person representative of the Freight Shippers/Receivers Community
- Person representative of the Bicycle and/or Pedestrian Community
- Person representative of the Private/Intercity Bus Providers
- Person representative of the Rail Industry

The terms of TAC members will be for two years beginning July 1st, communities whose beginning letter falls between A and K shall appoint a representative to serve beginning in even numbered fiscal years and communities whose beginning letter falls from L through Z shall appoint a representative to serve beginning in odd numbered fiscal years.

Appointments of all other members will be on an annual basis by the Board Chair.

Appointments to fill a vacancy shall be for the unexpired term.

Chittenden County

Regional Planning Commission Bylaws -13-

Adopted 05/18/11, Effective 07/01/11

1 The Transportation Advisory Committee shall meet on a monthly basis or as needed to
2 conduct the following activities:

- 3 1) review Metropolitan Transportation Plan (MTP) updates, revisions, and amendments
4 as developed by the Long Range Planning Committee;
- 5 2) review and recommend to the Board the Transportation Improvement Program (TIP)
6 and TIP amendments, Sidewalk and Transportation Enhancement Grant program
7 recommendations and priorities and other program ranking recommendations as
8 needed;
- 9 3) review and recommend technical planning/engineering studies for inclusion in the
10 UPWP;
- 11 4) review and present completed MPO funded planning and scoping studies to the
12 Board;
- 13 5) oversee the selection of consultants to be retained for MPO funded projects and
14 programs;
- 15 6) evaluate and prioritize MPO funded technical assistance;
- 16 7) review and suggest revisions to staff and consultant MPO funded technical assistance
17 work;
- 18 8) undertake MPO related technical and policy activities similar to the Planning
19 Advisory Committee;
- 20 9) coordinate transportation land use activities with the Planning Advisory Committee;
- 21 10) conduct other duties as assigned by the Board and/or Executive Committee; and
- 22 11) establish sub-committees on an as needed basis.

23
unique 24 E. Planning Advisory Committee (PAC)

25 The Planning Advisory Committee shall oversee the Chittenden County Regional Planning
26 Commission regional planning activities and policy development as specifically described in
27 items 1-13 of this section.

28
29 The Chair of the Planning Advisory Committee shall be a PAC member. There shall be up to
30 31 members and representatives of organizations as follows:

- 31 • 1 Board member
- 32 • Representatives of the 18 incorporated municipalities and Buel's Gore
- 33 • 3-5 members of public/interest groups
- 34 • Vermont Agency of Transportation and other interested state agencies (ACCD, ANR,
35 AOA)
- 36 • Federal Highway Administration (ex-officio, non-voting)
- 37 • Chittenden County Transportation Authority (ex-officio, non-voting)

38
39 The terms of PAC members will be for two years beginning July 1st, communities whose
40 beginning letter falls between A and K shall appoint a representative to serve beginning in
41 odd numbered fiscal years and communities whose beginning letter falls from L through Z
42 shall appoint a representative to serve beginning in even numbered fiscal years.

43 Appointment of all other members will be on an annual basis by the Board Chair.

44 Appointments to fill a vacancy shall be for the unexpired term.

45
46 The Planning Advisory Committee shall meet on a quarterly basis or as needed to conduct

Chittenden County

Regional Planning Commission Bylaws -14-

Adopted 05/18/11, Effective 07/01/11

the following activities:

- 1) Review municipal plans (with the inclusion of ad hoc Committee members from the involved and adjacent communities);
- 2) review and make recommendations to the Board regarding Act 250 and Section 248 policy and projects of regional significance;
- 3) review and recommend regional planning technical/planning/engineering studies for inclusion in the UPWP;
- 4) provide interface between the Board, work groups and functions related to cross cutting planning issues and the Regional Plan;
- 5) develop regional planning policy recommendations for Board consideration and/or action;
- 6) provide guidance to MTP, UPWP, and TIP development, and other transportation planning processes, on issues or projects of a regional nature;
- 7) oversee the selection of regional planning and MTP consultants to be retained for projects and programs;
- 8) evaluate and prioritize regional planning technical assistance;
- 9) review and make recommendations to the Board regarding Regional Plans of adjacent regions;
- 10) undertake regional planning related technical and policy activities similar to the Transportation Advisory Committee;
- 11) coordinate transportation land use activities with the Transportation Advisory Committee;
- 12) conduct other duties as assigned by the Board and/or Executive Committee; and
- 13) establish sub-committees on an as-needed basis.

unique F. Long Range Planning Committee (LRPC)

The Long Range Planning Committee shall oversee the Chittenden County Regional Planning Commission development of the Metropolitan Transportation Plan (MTP), the Regional Plan (RP), and other associated long range planning activities as specifically described in items 1-8 of this section.

The Chair of the Long Range Planning Committee shall be a Board member. There shall be up to 14 members and representatives of organizations as follows:

- 3-6 Board members
- Up to 2 TAC members
- Up to 2 PAC members
- Up to 3 members of public/interest groups
- Vermont Agency of Transportation

The Long Range Planning Committee shall meet on a semi-annual basis or as needed to conduct the following activities:

- 1) Develop the Metropolitan Transportation Plan at least every five years and present to the Board for adoption;
- 2) develop the Regional Plan at least every eight years and present to the Board for adoption;

Chittenden County

Regional Planning Commission Bylaws -15- Adopted 05/18/11, Effective 07/01/11

- 3) develop policy recommendations related to the MTP and RP for Board consideration and/or action;
- 4) Provide guidance to the MTP, RP, UPWP, and TIP development and other land use transportation planning processes on issues and/or projects of a long range planning nature;
- 5) Coordinate activities with the TAC and PAC to assure consistency in plans and policy recommendations to the Board;
- 6) Prepare an annual report of indicators to benchmark the region's progress towards meeting regional and transportation planning goals;
- 7) conduct other duties as assigned by the Board and/or Executive Committee; and
- 8) establish sub-committees on an as needed basis.

Article XII. Resolving Conflicting Interests

A. Preamble

A public official must exercise his or her authority solely for the benefit of the public and, in fact, stand in a fiduciary relationship to the public. He or she is held by the law to a most rigid standard with respect to any activity which places his or her individual interest in a position where collision with public responsibility becomes possible. The law requires that not only must public officials actually separate private interests from public responsibility, but must also give every appearance of this separation.

A real conflict of interest exists when a private interest exists leading to a personal benefit or gain. An apparent conflict of interest exists when there is a perception that a conflict of interest exists leading to a personal benefit or gain.

Such a conflict would arise when (1) a Board member, (2) any member of his or her immediate family, (3) his or her partner, or (4) an organization which employs or is about to employ any of (1) through (3) above, have a financial or other interest in the firm selected for the award.

Board members of both the Chittenden County Regional Planning Commission and the Chittenden County Regional Planning Commission's subgrantees will neither solicit nor accept gratuities, favors, or items of value (excluding calendars, pens, and other nominal items) from contractors, potential contractors, or parties to sub-agreements.

When a significant real or apparent conflict of interest arises the concerned parties shall discuss the matter with the Executive Committee. Board members should raise the issue of a potential conflict of interest of another Board member or staff person whenever they feel one exists and the person in question does not declare a real or apparent conflict of interest. All real conflicts of interest require compliance with Section B below. The Executive Committee will determine all apparent conflicts of interest. If there is an actual conflict of interest the Committee shall decide on a case-by-case basis whether an individual can participate in discussions, but the individual shall not vote. Alternatively, if there is an apparent conflict of interest the Committee will decide whether and how an individual may participate and if the individual may vote.

B. Board Member Actions

Chittenden County

Regional Planning Commission Bylaws -16- Adopted 05/18/11, Effective 07/01/11

1 In the event a real conflict of interest, as herein defined, does or would result, the Board member
2 shall act as follows:

- 3 1) Disclosure. In the event a proposed contract, material or labor is to be furnished to the
4 Chittenden County Regional Planning Commission, the Board member shall state on the
5 record the nature of his or her conflict of interest. He or she shall not communicate,
6 either formally or informally, with any other Board member with respect to the awarding
7 of such contract and shall not vote on the question of its issuance.
- 8 2) Disclosure of Fiduciary Relationship. In the event the Board member has fiduciary
9 relationship with any individual, partnership, firm or corporation seeking to contract with
10 the Chittenden County Regional Planning Commission, or to provide materials or labor
11 thereto, or has a fiduciary interest in a project or a project before Act 250 or other
12 regulatory board where the Chittenden County Regional Planning Commission is a party,
13 the Board member shall, regardless of contract amount, state on the record the nature of
14 his or her interest, refrain from all formal or informal discussion with any other Board
15 members with respect to such contract or project, and shall not vote on the question of its
16 issuance or approval or disapproval.
- 17 3) Form. Upon joining the Chittenden County Regional Planning Commission or at the
18 beginning of the fiscal year, Board members will sign a form indicating that they have
19 read and understand this Section.

20 21 **ARTICLE XIII. APPROPRIATIONS TO THE CHITTENDEN COUNTY REGIONAL** 22 **PLANNING COMMISSION**

23
24 The Chittenden County Regional Planning Commission may receive and expend monies from
25 any source.
26
27

28 **CCRPC Charter**

29 ADOPTED by the Commission May 2, 1966.

30 AMENDED by the Commission May 26, 1997

31 AMENDED by the Commission September 28, 1998

32 Superseded by the Commission, May 18, 2011, effective July 1, 2011
33

34 **CCRPC Bylaws**

35 Amended by CCRPC September 23, 1991

36 Amended by CCRPC May 27, 1997

37 Amended by CCRPC February 27, 2006

38 Superseded by the Commission, May 18, 2011, effective July 1, 2011
39

40 **CCMPO Bylaws**

41 Adopted by the Chittenden County Metropolitan Planning Organization July 15, 1983.

42 Amended March 16, 1984, December 17, 1984, May 28, 1985, July 23, 1985, July 11, 1988,

43 April 17, 1990, August 25, 1993, January 28, 1998, March 17, 1999, December 18, 2002, July

44 21, 2004, June 20, 2007 and superseded on by the bylaws of the CCRPC dated May 18, 2011,

45 effective July 1, 2011.

LAMOILLE COUNTY PLANNING COMMISSION**BYLAWS**

Adopted: September 23, 1981
Amended: February 9, 1988
December 13, 1988
May 14, 1991
April 12, 1994
May 10, 2005
May 8, 2007
April 22, 2008
April 27, 2010

Article I. Name

The name of this organization shall be the Lamoille County Planning Commission, Inc. The organization shall hereafter be referred to as LCPC. Each city, town or incorporated village within Lamoille County that is a municipality under 24 V.S.A. Chapter 117 is a municipal member of LCPC.

Article II. Organization and Authority

The LCPC is organized pursuant to 24 V.S.A. Chapter 117 and shall have all the powers conferred by law upon regional planning commissions.

Article III. Purpose and Function**A. Regional Plans**

The LCPC shall prepare and maintain regional plans related to the development of Lamoille County; it shall work towards the implementation of such plans; and it shall promote the coordination of the planning and development efforts of member municipalities. The LCPC's plans shall take into account the present and future needs of the county, efficient and wise use of its resources, and the economic, social and environmental impact of existing and proposed patterns of regional development and land use.

B. Community Assistance

The LCPC shall coordinate and assist in efforts to promote the health, safety and general welfare of Lamoille County through community development and planning activities. LCPC shall coordinate and assist efforts to develop, promote, and protect the recreational, agricultural, industrial, and natural resources of the county and work for the betterment of social, economic, and environmental conditions within the county.

Article IV. Membership**A. Membership**

In addition to municipal members, any individual, partnership, corporation, organization or business that is a resident, owns property in, or transacts business within Lamoille County, and who subscribes to the purpose of LCPC may also become an individual member entitled to vote at the LCPC Annual Meeting contingent upon the timely payment of the annual individual membership fee. Such fees and the deadline for their payment shall be established by the Board of Directors.

A member, other than a municipal member, may resign by submitting their resignation in writing but shall not be entitled to the return of their membership fee.

Article V. Board of Directors

A Board of Directors shall govern the LCPC. These Directors shall be the Regional Planning Commissioners for Lamoille County.

A. Composition, Voting

The Board of Directors shall be composed of the number of "Municipal Directors" determined in accordance with Article V and five (5) "County Directors." All Directors shall be eighteen (18) years of age or older and all County Directors shall be residents of Lamoille County, Vermont at the time of their appointment. All Directors shall serve a one (1) year term from July 1 to June 30. Directors appointed to fill a vacancy shall serve until the following June 30. All Municipal Directors shall serve until a successor has been appointed.

Each Director shall have one (1) vote except that County Directors shall not be entitled to vote on the adoption or amendment of the Lamoille County Regional Plan or on the confirmation of a municipality's planning process.

B. Municipal Directors

Each city, town or incorporated village within Lamoille County, which qualifies as a "municipality" under 24 V.S.A., Chapter 117, shall be represented on the LCPC Board of Directors.

1. The legislative body of each qualifying municipality shall appoint one Municipal Director for municipalities with populations between 1-2,500 and two Municipal Directors for municipalities with populations over 2,500 according to the U. S. Census. Qualifying incorporated village populations will be deducted from the total town population for the purpose of calculating voting representation (see Attachment A).
2. No Municipal Director shall take office until their appointment has been certified, in writing, to the Executive Director of LCPC by the appointing legislative body.
3. It shall be the duty of each Municipal Director to communicate on the activities and actions of LCPC to the legislative body and planning commission of the municipality that they represent, and to act as a liaison between the municipality

and LCPC.

4. Municipal Directors shall serve at the pleasure of the appointing legislative body which may, by majority vote of the entire body, revoke the appointment of their Municipal Director at any time.
5. In the event of a vacancy of one or more Municipal Directors, a successor shall be appointed as provided for in Article V (B) for the remainder of the LCPC operational year.

C. County Directors

Candidates for the five (5) County Directors shall be nominated annually by a nominating committee of the Board of Directors, established in accordance with Article VII B(3) hereof, and following advertisement in the local media to solicit applications. The County Directors shall be elected by a majority of the LCPC membership present at the Annual Meeting, provided, however, that not more than two County Directors shall be from the same municipality. Absentee ballots are available up to the date of the Annual Meeting for members unable to attend in person. In the event a vacancy of one or more County Directors, a successor shall be elected by the Board of Directors for the remainder of the unexpired term. County Directors shall represent Lamoille County at-large.

D. Conflict of Interest

1. Definition

“Conflict of interest” means a pecuniary interest of a Director or LCPC staff member, or such an interest, known to the Director or staff member, of his or her immediate family or household or of a business associate, in the outcome of any particular matter pending before LCPC. A “conflict of interest” does not arise where the interest is no greater than that of other persons generally affected by the outcome of the matter.

2. Code of Conduct

The staff and Directors have an affirmative obligation to conduct the affairs of their office in such a manner as to instill public trust and confidence. Thus, the staff and Directors shall take all reasonable steps in the conduct of their duties on behalf of LCPC to avoid any action or circumstance, whether or not specifically prohibited by this code, which might result in or create the appearance of:

- a) undermining their independence or impartiality of action;
- b) taking official action on the basis of unfair considerations, unrelated to the merits of the matter;
- c) giving preferential treatment to any private interest on the basis of unfair considerations, unrelated to the merits of the matter;
- d) using public office for the advancement of personal interest;
- e) using public office to secure special privileges or exemptions; or
- f) affecting adversely the confidence of the public in the integrity of regional

affairs.

The staff and Directors shall not take any official action in any particular matter in which they have a conflict of interest or in which there is an appearance of a conflict of interest that will undermine public confidence.

The staff and Directors shall not take any office action that advances the interests of a private entity with which they have a significant financial relationship or are actively seeking employment.

3. **Resolving Conflicting Interests**
Conflict of interest issues shall be resolved in accordance with applicable state law and the provisions of LCPC Personnel Policies and Operating Procedures and as that policy may be subsequently amended.
4. The LCPC Board of Directors or staff shall not use any local, state or federal funds for political partisan activities in the course of LCPC associated business activities.

Article VI. Funding

- A. **Annual Appropriation**
Annually, each municipal member shall be requested to appropriate and provide funds to the LCPC in an amount determined by the Board of Directors, which shall be each municipality's annual appropriation.
- B. **Failure to Pay Appropriation**
Municipalities not appropriating funds in an amount equal to their annual appropriation shall not be entitled to services of LCPC afforded to those municipal members which have appropriated such funds. Services to member municipalities not paying the annual appropriation shall be provided on the basis of a rate schedule approved by the Board of Directors. Nonpayment of the annual appropriation does not otherwise affect membership status. Unless directed otherwise by the Board, prioritizing and scheduling the delivery of services to municipal members that have not paid their annual appropriation in full shall be at the discretion of the Executive Director.
- C. **Grants**
Grants and gifts consistent with the purpose and function of the LCPC may be accepted upon approval by the Executive Committee or the Board of Directors.
- D. **Fiscal and Operational Year**
The fiscal and operational year of the LCPC, including all activities, the reporting period, and the terms of office of members and officers, shall be from July 1 to June 30, except that officers shall continue to serve until their successors are duly elected. The LCPC Annual Meeting shall be held in June on a date determined by the Board of Directors, at which meeting the County Directors shall be elected for the ensuing operational year.

unique

Article VII. Officers and Executive Committee

A. Election of Officers

The officers of the LCPC Board of Directors shall be the Chair, the Vice Chair, the Secretary and the Treasurer. All such officers shall be elected from and by the LCPC Board of Directors annually at its first meeting after June 30. The vote of a majority of the Directors shall be sufficient to elect. Paper ballots shall be used for the election of any officer when requested by one (1) or more Directors. The Nominating Committee shall recommend a slate of officers to the Board of Directors. Candidates may also be nominated from the floor by Board members. Vacancies in any office shall be filled for the remainder of the term of a majority vote of the Board of Directors at the next meeting of the Board of Directors after the vacancy is announced.

B. Duties of the Chair

The Chair shall:

1. Call all meetings of the Board of Directors and the Executive Committee on his/her own initiative, or upon the written request of two (2) or more members of the Executive Committee, or upon written request of five (5) or more Directors.
2. Preside at all meetings of the Board of Directors and the Executive Committee.
3. Appoint the Chair and members of all committees, subject to the approval of the Board of Directors. Failure of the Board to object at the meeting at which such appointments are announced shall be deemed approval by the Board.
4. Appoint a Nominating/Awards Committee on an annual basis of no less than four members.
5. Sign all contracts, proposals and requests for grants and funding in excess of \$25,000, and other instruments required to be signed on LCPC's behalf, in accordance with any policy that the LCPC Board of Directors may adopt.
6. Exercise the full rights and privileges of other Directors. However, the Chair shall not be able to make and second motions. In the event the Chair would like to exercise the right to make and second motions, the Chair shall relinquish their position for the vote in accordance with *Robert's Rules of Order Newly Revised*.
7. Perform such other duties as are normal and customary to the office or which may be assigned by the Board of Directors.

C. Duties of the Vice Chair

The Vice Chair shall:

1. Serve as Acting Chair in the absence, recusal or incapacity of the Chair.
2. Preside at meetings of the Regional Plan Committee, and appoint a Committee Vice-Chair.
3. Perform such other duties as may be assigned by the Board of Directors.

D. Duties of the Secretary

The Secretary shall oversee, or shall appoint and oversee a LCPC staff representative to:

1. Keep true and accurate records of all meetings of the Board of Directors and the Executive Board. Such records include exact notation of all motions proposed and the votes thereon.
2. Act as Treasurer in the absence or incapacity of the Treasurer.
3. Perform such other duties as are normal and customary to the office or which may be assigned by the Board of Directors.

E. Duties of the Treasurer

The Treasurer shall oversee, or shall appoint and oversee a LCPC staff representative to:

1. Oversee the receipt and expenditure of monies as authorized by the Board of Directors and oversee maintenance of all financial records of LCPC during each fiscal year.
2. Submit a monthly and an annual report to the Board of Directors.
3. Maintain an individual account for each project or program undertaken by the LCPC.
4. Perform such other duties as are normal and customary to the office or which may be assigned by the Board of Directors.

F. Executive Committee - Composition

The Executive Committee shall consist of the officers of the Board of Directors and three (3) other Directors appointed by the Chair at the first meeting of the Board of Directors after June 30. The appointments to the Executive Committee by the Chair shall be deemed ratified unless the Board votes otherwise at the meeting when the appointments are made. Vacancies on the Executive Committee may be reappointed at any time if necessary.

G. Executive Committee - Duties

The Executive Committee shall:

1. Carry out all decisions and instructions of the Board of Directors.
2. Act on behalf of the Board of Directors when, in the Committee's judgment, time precludes consideration of the Board of Directors. Any action taken by the Executive Committee on behalf of the Board shall be placed on the agenda of the next meeting of the Board of Directors. The Committee's actions shall be deemed to be ratified unless the Board votes to reverse or modify the Committee's actions.
3. Oversee all activities of the Executive Director and staff.
4. Review all new project and program proposals and refer them with a report thereon to the Board of Directors for action.
5. Recommend to the Board of Directors proposed positions to be taken by the LCPC.
6. Direct the Executive Director to audit and evaluate project and program performance and regularly present a report thereon to the Board of Directors, at least semi-annually.
7. Direct the Executive Director to present to the Board of Directors, before the end

of the fiscal year, a report on the activities of the LCPC, the Committees and the staff during the twelve (12) preceding months.

8. Appoint adhoc, temporary and sub-committees as necessary and dissolve such committees upon completion of their work.
9. The Executive Committee may appoint non-Commission members to serve as Assistant Secretary and Assistant Treasurer and, as such, to aid the officers in the day-to-day performance of their duties. Such assistants shall not be members of the LCPC Board of Directors or of the Executive Committee.

H. Committees

Standing Committees of LCPC shall include the Executive Committee, the Regional Plan Committee, the Plan and Project Review Committee.

Regional Plan Committee

unique
Vice Chair is
Reg Plan Com
Chair

The Vice-Chair of the Board of Directors shall serve as the Chair of the Regional Plan Committee. The Committee will consist of no fewer than five (5) members of the Board of Directors. The Committee shall meet on a regular basis, but no fewer than four (4) times per year. The Committee shall be responsible for annual review of the Regional Plan, annual review of the Annual and Five Year Work Programs, and coordination of updates for the Regional Plan and the Work Programs, as well as other duties as assigned by the Executive Committee. LCPC staff shall assist the Regional Plan Committee in all functions.

Plan and Project Review Committee

unique
Exec Com
member
serves as
Proj Review Chair

The Chair of the Board shall appoint a member of the Executive Committee to serve as the Chair of the Plan and Project Review Committee. The Committee will consist of no fewer than five (5) members of the Board of Directors. The Committee shall meet on a regular basis, but no fewer than four (4) times per year. The Committee shall be responsible for review and comment on projects of regional significance, as defined in the LCPC Regional Plan. The Committee shall also review and recommend Municipal Plans for approval to the Executive Committee, as well as participate in any other duties as assigned by the Executive Committee. LCPC staff shall assist the Plan and Project Review Committee in all functions.

Nominating Committee

The Executive Committee shall appoint a Nominating Committee consisting of at least four (4) members at the first meeting following the Annual Meeting. The Nominating Committee shall be responsible for presenting a slate of officers each year at first meeting of the LCPC Board after June 30 and shall solicit, review, and recommend award recipients for awards presented by the LCPC Board of Directors.

Article VIII. Staff

A. General

The staff of the LCPC shall include an Executive Director and such other necessary

administrative and technical staff as shall be determined by the Board. All personnel shall be hired in accordance with the LCPC Personnel Policies.

1. The staff, through the Executive Director, shall undertake such duties as the Board of Directors or Executive Committee may assign.
2. The Executive Director may sign all contracts and requests for grants or funding that are not in excess of \$25,000.

B. Policy of Nondiscrimination

It is the policy of the LCPC that no person seeking appointment to the Board of Directors, seeking employment, employed by or having business with the LCPC shall be discriminated against because of sex, race, religion, sexual orientation, marital/civil union status, national origin, age, or against a qualified individual with a disability because of that disability to the extent that discrimination is illegal under state or federal laws. The Board shall ensure that this policy is followed.

Article IX. Meetings - Board of Directors, Executive Committee

A. Regular Meetings

1. There shall be at least six (6) regular meetings of the Board of Directors each year held on the fourth Tuesday of the month or as called by the Board of Directors. The meetings shall be held at a time and place determined by the Chair which best serves the convenience of the greatest number of Directors and member municipalities throughout the county.
2. Additional meetings may be called by the Chair or by a majority vote of the Board and shall be held within fifteen (15) days upon written request of five (5) or more Directors.

B. Annual Meeting

There shall be held in June of each year an Annual Meeting of the LCPC at a time and place determined by the Board.

C. Notice of Meetings

Seven (7) days notice of each meeting of the Board of Directors, including the agenda of business to be transacted at the meeting, shall be sent to each Director and/or by publication in local newspapers. Notification of Executive Committee meetings will be made to all members of the Committee and to any Director(s) or any other person requesting such notice from the Executive Director.

D. Minutes

Minutes of all meetings of the Board of Directors and of the Executive Committee shall be kept as public records and copies thereof shall be sent to all Directors and the legislative bodies of all member municipalities.

E. Quorum, Votes Necessary to Take Action

Disregarding vacancies, Directors representing a minimum of fifty-one (51) percent of

the Board of Directors or the Executive Committee, or a minimum of nine (9) members and four (4) members respectively, shall constitute a quorum for each body. The favorable vote of Directors representing a majority of the members present of the Board of Directors or the Executive Committee shall be necessary for either board to take any action.

F. Conduct of Meetings

Except where these Bylaws provide otherwise, all meetings shall be conducted in accordance with *Robert's Rules of Order Newly Revised*.

G. Attendance Policy

Board members are expected not to miss three (3) consecutive meetings at any time or more than one-third (1/3) of the meetings in any twelve (12) month period. Failure to comply with this policy shall be cause for removal from the Board by the appointing legislative body in the case of Municipal Directors or by the Board in the case of County Directors. Any time this policy is violated, the Executive Director shall give notice in writing to the Director affected and the appointing authority.

unique

Article X. Amendments of Bylaws

These bylaws may be amended as follows:

A. Proposed Amendments

A proposed amendment shall be placed on the agenda for any meeting of the Board of Directors upon vote by the Board or upon written request of five (5) Directors.

Any proposed amendment shall be discussed at not less than one meeting of the Board of Directors prior to adoption and may be amended at any meeting at which the proposed amendment is on the agenda.

B. Adoption of Amendments

Any proposed amendment may not be adopted at a meeting at which it is amended.

The affirmative vote of fifty-one (51) percent of all Directors at an official meeting of the Board of Directors shall be sufficient to adopt an amendment, which shall immediately become effective, unless the vote or amendment provides otherwise.

Article XI. Dissolution

In case of dissolution, none of the assets of the LCPC shall benefit any member or individual. Inasmuch as a substantial portion of the assets of the LCPC have been contributed to the LCPC from the municipalities in the county, the assets of the LCPC, in case of dissolution, shall be prorated back to each member municipality in a ratio proportionate to their total contribution.

History of Bylaws

Adopted Bylaws: September 23, 1981.

Amended February 9, 1988 and effective March 2, 1988; Article I amended to change the name from “Lamoille County Development Council, Inc.” to “Lamoille County Planning Commission, Incorporated” and change “LCDC” to “LCPC” throughout these Bylaws.

Amended December 13, 1988 and effective July 2, 1989: Completely rewrote Article V to accommodate villages and municipalities (as per Act 200) and changed LCPC membership to a system based on population. Also amended the Bylaws to change to words: “town,” “town’s,” “towns,” etc. to “municipality,” “municipal,” “municipality’s,” or “municipalities,” as grammatically appropriate, and deleted the words “25 member” from Article IV., Section C.

Amended May 14, 1991. Clarify municipal membership, insert new paragraph Article VI, Section B on services to nonmember municipalities, and other minor clarifications.

Amended April 12, 1994. Revised Article V on Municipal Directors’ membership allocation, Code of Conduct section, Article IX, Quorums and Attendance Policy. Restructured language to flow in a consistent manner. Included *Robert’s Rules of Order, Newly Revised* reference.

Amended May 11 2005. Revised Article V, Section D, #3, Resolving Conflicting Interests; Article VII, Section A, Election of Officers; Section D, Duties of Secretary, Section E, Duties of Treasurer, Section G, Executive Committee Duties, Section H, Committees; Article VIII, Section B, Policy on Nondiscrimination.

Amended May 8, 2007. Revised Article V, Section A, to specify that County Directors shall be residents of Lamoille County; Revised Article VII, Section B, #4 to add appointment of the Nominating/Awards Committee to the duties of the Chair, Revised Article VII, Section B, #5, from \$10,000 to \$25,000; Revised Article VII, Section B, #6, to change Robert’s Rules to Robert’s Rules of Order Newly Revised; Article VII, Section C, #2, Vice Chair Duties; Article VII, Section G, #8, Executive Committee Duties; Article VII, Section H, Committees; Article VIII, Section A, #2, from \$10,000 to \$25,000; Article IX, Section A, #1 changed “each” month to “the” month.

Amended April 22, 2008. Revised Article IV, Section A, #1 to specify the regular meetings of the LCPC Board of Directors take place on the *fourth* Tuesday of the month.

Amended April 27, 2010. Revised Article IX, Section E to disregard vacancies and establish minimum numbers of 9 and 4 respectively for Board and Executive Committee quorums.

BY – LAWS

NORTHEASTERN VERMONT DEVELOPMENT ASSOCIATION

Amended July 22, 2010

ARTICLE I. LEGAL BASIS

The legal basis and powers for this Association are as set forth and contained in 24 V.S.A. chapter 117, subchapters 3 and 4, as amended, and the Articles of Association of the Northeastern Vermont Development Association, Inc. dated May 5, 1950.

ARTICLE II. NAME

This regional planning and development commission shall be known as the Northeastern Vermont Development Association, hereinafter referred to as the Association.

ARTICLE III. AREA SERVED

The area served by the Association shall include all municipalities within the Vermont counties of Caledonia, Essex and Orleans, hereinafter referred to as the region. For the purposes of this organization the term “municipality” shall mean an organized town or city.

ARTICLE IV. PURPOSE

The purpose of the Association shall be to develop and promote through study, planning and publicity, the recreational, agricultural, industrial, natural and human resources of the region and to work for the economic and social betterment of the region.

ARTICLE V. POWERS AND DUTIES

The powers and duties of the Association shall be to:

- (1.) Promote the mutual cooperation of the planning commissions of its cooperating municipalities and confer with and advise executive and legislative bodies and officials to promote a coordinated development of the region;
- (2.) Advise municipal governing bodies with respect to public financing;
- (3.) Provide technical assistance upon request of a participating municipality in the preparation and maintenance of plans, studies and bylaws and in related implementation activities;

- (4.) Cooperate with the planning, legislative or executive authorities of neighboring states, regions, counties or municipalities to promote coordination between the development of the region and adjoining or neighboring territory;
- (5.) Prepare a regional plan and amendments thereof;
- (6.) Undertake studies and make recommendations on land development, urban renewal, transportation, economic, industrial, commercial, social development, urban beautification and design improvements, historic and scenic preservation, the conservation of energy, and the development of renewable energy resources;
- (7.) Hold public meetings;
- (8.) Require from the departments and agencies of each municipality in its area such available information as relates to the work of the regional planning commission;
- (9.) In the performance of its functions, enter upon land to make examinations and surveys;
- (10.) Retain staff and consultant assistance in carrying out its duties and powers;
- (11.) Undertake comprehensive planning, including related preliminary planning and engineering studies;
- (12.) Carry out, with the cooperation of municipalities within the region, economic development programs for the appropriate development, improvement, protection, and preservation of the region's physical and human resources;
- (13.) Undertake studies and make specific recommendations on economic, industrial and commercial development within the region.
- (14.) Perform such other acts or functions as it may deem necessary or appropriate to fulfill the duties and obligations imposed by, and the intent and purposes of Chapter 117, Title 24, V.S.A.

ARTICLE VI. MEMBERSHIP

A. Municipalities

1. A municipality within the region shall become a member municipality of the Association by an act of the voters or the legislative body of that municipality.

2. A municipality may cease to be a member municipality of the Association by an act of the voters or legislative body of that municipality.

B. Municipal Representatives

1. The legislative body of each member municipality shall appoint one and may appoint two representatives to the Association as provided in 24 V.S.A., Section 4342. At any meeting where two municipal representatives from the same municipality are present, they shall be entitled to cast only one collective vote.
2. If only one representative is appointed, that representative shall be a member of the planning commission or the legislative body or be some other elected or appointed municipal official. If two representatives are appointed, at least one representative shall be a member of the planning commission or the legislative body or some other elected or appointed municipal official. Such representatives may continue in office even if they subsequently cease to hold such municipal office. If any representative moves from the municipality represented, the legislative body may declare a vacancy and appoint a new representative.
3. Those member municipalities which have not appointed a representative within sixty (60) days of the annual March town meeting, shall be notified in writing by the Executive Committee. The Executive Committee shall have the power to appoint a representative from any member municipality which has not acted within one month after such written notice, which representative shall serve until the legislative body of the municipality has acted. Any representative so appointed shall be a member of the planning commission or the legislative body or some other elected or appointed municipal official of the municipality.
4. Municipal representatives shall take office upon the convening of the Annual Meeting, and shall remain in office until their successors have been appointed and have qualified. Incumbent municipal representatives shall hold office until the adjournment of the annual meeting.
5. The term of office of municipal representatives shall be for a period of two (2) years.
6. Vacancies in the position of municipal representative shall be filled by the appointing body.

C. At Large Representatives

1. Other persons, each representing separate citizen interest groups in the region, may be admitted to membership and be named at-large

representatives by a majority of the representatives voting at any regular meeting of the Board of Directors of the Association. The number of at-large representatives shall not exceed 25% of the total membership. Persons so appointed shall serve until the adjournment of the next annual meeting unless reappointed in the month of June to serve for the following year. Requests for the appointment of at-large representatives shall be made in writing to the President of the Association at least thirty days prior to any meeting at which action may be taken thereupon.

2. At-large representatives shall be entitled to one vote each, and otherwise have the same voting and membership privileges as municipal representatives and legislative representatives.

D. Legislative Representatives

1. State legislators representing any portion of the region served by the Association shall, upon acceptance of an invitation to membership to be issued by the Executive Committee within 15 days after the general election, be appointed as Legislative Representatives to the Association. Acceptance of such invitation to membership shall be made within 15 days of receipt of such application.
2. Legislative representatives shall be entitled to one vote each, and otherwise the same voting and membership privileges as municipal representatives and at-large representatives.
3. The terms of legislative representatives shall run concurrently with their legislative terms of offices.

E. Resignations

All resignations and notices of removal shall be made to the Association and recorded.

ARTICLE VII. ORGANIZATION AND OFFICERS OF THE ASSOCIATION

A. Board of Directors

1. The Board of Directors of the Association shall be composed of its municipal representatives, at-large representatives and legislative representatives.
2. The Board of Directors of the Association shall be its policy making body. In addition to the powers and duties set forth in Article V of these by-laws, the Board shall have the power, (without limitation) to:

- (a.) exercise the authority of the Association
- (b.) oversee the operation of the Association
- (c.) prescribe such operation procedures, in addition to those set forth herein, as are necessary to guide the Executive Committee, the Executive Director and other staff, officers and committees in the performance of their duties;
- (d.) instruct or assign additional duties to any committee, officer, staff member, or the Executive Committee;
- (e.) authorize the annual budget

B. Officers

1. The officers of the Association shall consist of a President, one Vice – President from each county, and a Secretary-Treasurer, all of whom shall be selected from among the members of the Executive Committee.
2. A nominating committee of seven of the representatives shall be appointed by the president of the Association prior to the annual meeting. The nominating committee shall consist of at least two representatives residing in each county. The nominating committee shall render its report of nominations to fill ensuing vacancies to the Secretary-Treasurer at least 20 days prior to the Annual Meeting. The nominating committee may nominate one or more candidates for each office.
3. The report of the nominating committee and a ballot shall be mailed to each representative appointed for the ensuing year; not less than 15 days in advance of the annual meeting. Representatives are privileged to vote for any qualified person whether or not he be nominated by the nominating committee.
4. Election of officers of the Association may be voted on by mail ballot. Each ballot must be appropriately marked and signed prior to the convening of the annual meeting. Ballots shall be cast and counted at the annual meeting.
5. The officers of the Association shall be elected by the affirmative written ballots of a majority of the representatives voting. The results of the election shall be and announced at the annual meeting.

6. All officers shall be elected for terms of one year. The terms of all officers shall begin immediately after the annual meeting of each year at which they are declared elected and shall end immediately after the annual meeting at the end of their term. An officer shall not be elected to the same office for more than two consecutive terms.

ARTICLE VIII.

EXECUTIVE COMMITTEE

1. Immediate management and direction of all the Affairs of the Association shall be vested in the Executive Committee.
2. There shall be nine members of the Executive Committee, composed of three representatives from each county. The members from each county shall be chosen by the representatives of the Association, residing within said county, caucusing as county committees at the June meeting of the Board of Directors. Members of the Executive Committee shall serve for three year terms, and each County Committee shall elect one member each year, except in June of 2011 when each County Committee shall elect two members, one member to serve a one year term and the other member to serve a three year term. The election for the members of the Executive Committee to be selected in 2010 shall take place as soon as practicable upon adoption of this amendment. Members of the Executive Committee may serve no more than two consecutive terms.
3. Each County Committee shall announce at the June meeting of the Association its representatives elected to the Executive Committee. If any County Committee shall fail to elect members of the Executive Committee as provided herein, then such vacancies shall be filled by election at the annual meeting of the Association. Other vacancies occurring on the Executive Committee shall be filled by the Board of Directors until such time as the County Committee certifies to the Board the election of a member to fill the vacancy.
4. Terms of newly-elected members of the Executive Committee shall begin immediately after the annual meeting of the Association, and they shall serve until their successors are duly elected and have qualified.
5. Any municipal representative from a member municipality which has failed to appropriate funds for the current fiscal year of the Association shall be ineligible for election to the Executive Committee of the Association.
6. Any members of the Executive Committee who cease to be eligible for membership on the Board of Directors shall hold office until the next annual meeting.

7. The duties of the Executive Committee shall include the following:
- (a.) approve the annual budget of the Association and transmit to the Board of Directors for final approval;
 - (b.) provide policy direction for the routine activities of the Executive Director and staff, and assist the Executive Director by reviewing administrative activities and in the preparation of an annual budget and annual report;
 - (c.) authorize the expenditure of all monies over and above the normal operating expenditures of the Association;
 - (d.) authorize the creation of all staff positions;
 - (e.) determine with the assistance of the Executive Director, general personnel policies of the Association;
 - (f.) determine general program scope and content and measure progress;
 - (g.) prepare recommendations for action by the Board of Directors;
 - (h.) exercise such additional powers as the Board of Directors may grant from time to time.

ARTICLE IX. STAFF

- A. The staff of the Association shall be an Executive Director and other staff as determined by the Executive Committee.
- B. The Executive Director shall have charge of and manage the daily operations of the Association; shall prepare the annual budget; shall be responsible for keeping expenditures and commitments within authorized appropriations and allocations; shall supervise the Association's staff; shall keep active accounts of all the property of the Association; shall prepare progress and financial reports as directed by the Board of Directors; shall have custody of all records and documents of the Association and shall make all such papers available for public inspection; and shall perform other duties incidental to his office and such other duties may be assigned to or requested of him by the Board of Directors and the Executive Committee.

- C. No person seeking employment or having business with the Association shall be discriminated against for reasons of race, religion, color, sex, age, disability or place of national origin. The Executive Director shall take affirmative steps to insure that this policy is followed.

ARTICLE X. MEETINGS

- A. The regular meetings of the Board of Directors of the Association shall be held at least quarterly unless otherwise ordered by the Board of Directors. Regular and special meetings shall be called at the discretion of the President, and shall be called upon written request of ten voting representatives. Ten representatives shall constitute a quorum of the Board of Directors.
- B. The annual meeting of the Board shall be held at a date, time and place designated by the President.
- C. The Executive Committee shall meet at least four times during the year at dates, times and places to be determined by the President of the Association. Five representatives shall constitute a quorum of the Executive Committee.
- D. Notice of regular meetings of the Board of Directors shall be mailed by the Executive Director or Secretary to the Board of Directors at least seven days in advance.
- E. The Executive Director shall be responsible for maintaining the minutes of all Association meetings.

ARTICLE XI. COMMITTEES

- A. The Board of Directors and the Executive Committee shall each have the power to create such committees as they deem necessary to carry out the powers and duties of the Association.

ARTICLE XII. SUPPLEMENTARY PROVISIONS

A. Reports

Annual Report. The Executive Director, President and the Secretary-Treasurer shall prepare an annual report, which shall be presented to the Association at its annual meeting.

B. Instruments

All contracts and other documents shall be signed by the President or his designee, or, in the absence of the President, a Vice-President. Checks, notes and drafts shall be signed by the Secretary-Treasurer, or his designee, in the name of the Association and may be countersigned by such officers or agents as the Board of Directors or Executive Committee shall from time to time designate for that purpose.

C. Parliamentary Authority

The rules contained in the current revision of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

D. Vacancies

Where no procedure is provided in these by-laws, vacancies in any office shall be filled by the Board of Directors until the next annual meeting.

E. Amendment of By-Laws

These by-laws may be amended by the Board of Directors at any regular meeting, by a two-thirds vote of those present and voting, provided that the amendment has been submitted in writing at the previous regular meeting and included in the notice of the meeting at which such vote occurs.

F. Adoption

These by-laws shall be effective upon adoption.

G. Severability

If any provision of these by-laws is held invalid, the other provisions of the Association by-laws shall not be affected thereby.

NORTHWEST REGIONAL PLANNING COMMISSION BYLAWS

ARTICLE I LEGAL BASIS

Title 24 V.S.A., Chapter 117, the Vermont Municipal and Regional Planning and Development Act, hereinafter called the Act.

ARTICLE II NAME

The name of this regional planning commission shall be the Northwest Regional Planning Commission, hereinafter referred to as the NRPC or the Commission.

ARTICLE III PURPOSE

To accomplish the duties of a regional planning commission as detailed in the Act.

ARTICLE IV REPRESENTATION BY MUNICIPALITIES

Section 401 Appointments

Representation on the NRPC shall be by Commissioners. Each municipality comprising the Northwest Region may appoint 2 Commissioners. The term of appointment shall be for 3 years, starting on May 1st in the year of appointment. Appointments to the NRPC should be confirmed, in writing, by municipalities before April 15th of each term.

Section 402 Voting

At meetings of the NRPC, each Commissioner shall have one vote except in cases where they are appointed by more than one municipality, in which case they shall have one vote per appointing municipality.

Section 403 Attendance

The Chairperson shall notify the appropriate legislative body when any municipality fails to be represented at three consecutive meetings without notice.

Section 404 Eligibility for Office

Commissioners shall be eligible to hold any office of the NRPC subject to the conditions of Article VII.

ARTICLE V APPROPRIATIONS AND CONTRIBUTIONS

Section 501 Funding

Member municipalities appropriate funds to the NRPC as provided in the Act. The NRPC may also receive funds from other sources.

Section 502 Assessment Apportionment

Member municipalities' share of expenses of the NRPC shall be in a ratio similar to the proportion of a municipality's population of the region, as determined by the most recent U.S. Census. Municipal membership assessments shall be fixed by the majority of Commissioners present and voting at a duly constituted meeting to be held on or before December 1st of each year.

ARTICLE VI ORGANIZATION

Section 601 Board of Commissioners

The Board of Commissioners, hereinafter called the Board, shall consist of the Commissioners.

Section 602 Officers

The officers of the Board shall include a Chairperson, Vice Chairperson, Secretary and Treasurer. A Commissioner may serve as both Secretary and Treasurer.

Section 603 Executive Committee

The Executive Committee shall consist of the officers, the standing committee chairpersons, and a member at large to be elected annually at the annual meeting.

Section 604 Standing Committees

There shall be 3 standing committees: Finance/Operations Committee, Personnel Committee, and Policy/Project Review Committee. Each committee shall consist of no less than 5 Commissioners, including the committee chairperson. At the first committee meeting of each fiscal year standing committees shall elect a Vice-Chairperson.

Section 605 Special Committees and Appointments

unique wording
The Board may appoint, empower, dissolve or remove special committees, task forces, or representatives to/from other boards for purposes of addressing specific problems or fostering cooperative efforts. A time limit for the functioning of a task force or other board appointment may be set by the Board at the time of appointment.

Section 606 Staff

The staff of the NRPC shall include an Executive Director and other necessary administrative and technical staff as shall be authorized by the Board. Personnel management shall be in accordance with the NRPC's duly adopted personnel policy.

ARTICLE VII ELECTIONS**Section 701 Nominations**

In March of each year, the Chairperson shall appoint a nominating committee made up of five Commissioners. The Nominating Committee will prepare a slate of nominations for all officers, standing committee chairs, and the at-large member of the Executive Committee. This slate of nominations will be presented at the annual meeting. Additional nominations will be taken from the floor for all officers, standing committee chairs and the at-large member to the Executive Committee at the annual meeting.

Section 702 Election of Officers, Standing Committee Chairs and Other Representatives

The officers and standing committee chairs of the NRPC, and the at-large member to the Executive Committee shall be elected by the written ballots of the Commissioners present and voting at the annual meeting.

unique Where only one candidate has been nominated for an office, upon motion without objection, the Secretary may be directed to cast one vote for the nominee which shall determine the election. Where only one candidate has been nominated for each office under consideration, upon motion without objection, the Secretary may be directed to cast one vote for the slate which shall determine the election.

Section 703 Terms of Office

The terms of office for the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, the standing committee chairs and the at-large member of the Executive Committee shall be 1 year beginning immediately after the meeting at which they are elected. Officers shall hold office until their successors have been elected and installed.

Commissioners may serve as a specific officer, standing committee chair or at-large member of the Executive Committee for a maximum of three consecutive terms.

Section 704 Vacancies

In the event of a vacancy in the office of Chairperson, the Vice Chairperson shall become the Chairperson until such time as the vacancy is filled.

All vacancies shall be filled by election at the next regular meeting. Persons so elected shall hold office until the next annual election or until their successors are elected and installed.

ARTICLE VIII DUTIES**Section 801 Commissioners***unique*

It shall be the duty of each Commissioner to make annual and periodic reports of the activities of the NRPC to the legislative body by which he/she was appointed.

Section 802 Chairperson

The Chairperson of the Board shall call meetings of the Board and the Executive Committee, shall preside at these meetings and, except as otherwise provided, create and discharge special committees and serve as a non-voting ex-officio member to all committees, and shall perform such other duties as customary to the office. The Chairperson shall cast his or her vote on all issues voted on at a full Board and/or Executive Committee meeting, unless he or she wishes to abstain.

He/She shall appoint members of standing committees subject to confirmation by the Board at the first meeting after the annual meeting.

He/She shall prepare and cause to be distributed to members, an agenda for all Board and Executive Committee meetings.

Section 803 Vice Chairperson

The Vice Chairperson shall act as Chairperson in the absence or incapacity of the Chairperson.

Section 804 Treasurer

The Treasurer shall perform such duties as are assigned by these bylaws, put into effect the directives of the Board, be the chair of the Finance/Operations Committee, and oversee the acceptance and expenditure of funds.

Section 805 Secretary

The Secretary is the recording officer of the assembly and the custodian of its records, except as those duties are delegated to Commission staff. The Secretary may also advise the Chair on parliamentary issues.

Section 806 Executive Committee

The purpose of the Executive Committee shall be to facilitate management of the NRPC between regular meetings of the Board, and to oversee personnel matters in conjunction with the Personnel Committee as described in the Commission's Personnel Policies. In the absence of full Board representation, the Executive Committee may make such decisions as are required to maintain continuous operation of the NRPC. Such authority shall only be granted to the Executive Committee in matters which cannot be deferred until the next

regular Board meeting. All such decisions shall be reported for ratification to the Board at the next regular meeting.

Section 807 Committee Chairpersons

Committee Chairpersons shall call meetings of their committees as needed and report recommendations and actions to the Board.

Section 808 Finance/Operations Committee

This committee shall develop, review and recommend changes to the NRPC's municipal assessment policy, and recommend an annual budget and municipal assessment rate, for Board consideration. It shall advise the Board on major equipment purchases, leases, contracts, etc. This committee may also have other duties as assigned by the Board.

Section 809 Personnel Committee

This committee shall develop, administer, review and recommend changes to the NRPC's personnel policy. This committee will also participate in hiring of new employees and employee evaluations in accordance with the Commission's Personnel Policies. This committee may also have other duties as assigned by the Board.

Section 810 Policy/Project Review Committee

This committee shall develop, review and recommend changes to the NRPC's project review policy. This committee will also implement the project review policy by reviewing Act 250, PSB Section 248 and other regional, state or federal permit applications and make recommendations to the Board of Commissioners. This committee shall also review policies and programs of interest to the region and make recommendations to the Board of Commissioners in that regard. This committee may also have other duties as assigned by the Board.

Section 811 Executive Director

The Executive Director takes direction from, and is responsible to the Board and its Executive Committee. It is the responsibility of the Executive Director to assist in the development, administration and implementation of policies and programs adopted by the Board, and such other tasks as provided for in the job description.

ARTICLE IX MEETINGS

Section 901 NRPC Board Meetings

The Board shall meet on the last Wednesday of each month. Meetings will be held at a time and place to be determined by the Chairperson. Changes from this procedure may be made when necessary by the Chairperson. Notification and conduct shall be in accordance with Vermont Open Meeting Law.

Section 902 Special Board Meetings

Special meetings of the Board may be called by the Chairperson. Special meetings shall be called if requested in writing by 5 or more Commissioners.

Section 903 Annual Meeting

The annual meeting shall be the regularly scheduled meeting in the month of June.

Section 904 Notice of Meetings

Seven calendar days written notice of all regular and special meetings of the Board shall be distributed with an agenda by the Chairperson or Executive Director to all Commissioners and local media.

Section 905 Minutes of Meetings

Minutes of all meetings of the Board and of the Executive Committee shall be the responsibility of the Secretary or his/her designee.

Minutes shall be filed at the NRPC office and be available within 5 days of the meeting, and a copy shall be mailed to all Commissioners prior to or with the agenda of the next scheduled meeting.

Section 906 Quorum

A quorum of the Board shall consist of one Commissioner from a simple majority of the member municipalities.

ARTICLE X AMENDMENTS

Upon the authorization of the Executive Committee, or upon petition by 10 or more Commissioners, an amendment to these bylaws shall be presented to the Board. Any proposed amendment to these bylaws shall first be sent to the Commissioners in preliminary form for consideration and comment for a period of not less than 21 days. Not later than 21 days after this period, the Executive Committee shall submit to the Commission a report summarizing the comments received and the recommendations of the Executive Committee.

Adoption of any amendment(s) shall require the affirmative vote of two-thirds of the Commissioners present and voting at a duly constituted regular meeting.

ARTICLE XI RULES OF ORDER

The NRPC shall apply the current Roberts Rules of Order Newly Revised, and so be

governed by them in all cases to which they are applicable, and in which they are not inconsistent with the bylaws and rules of order of the NRPC or Vermont Statute.

ARTICLE XII CONFLICT OF INTEREST

In the event any Commissioner, officer or employee has a personal or financial interest with any individual, partnership, firm or corporation seeking to contract with the NRPC, or to provide materials or labor thereto, or has a personal or financial interest in a project, or a project before Act 250 or other regulatory board where the NRPC is a party, such person shall state on the record the nature of his or her interest, refrain from exercising undue influence with respect to such contract or project, and shall not vote on related motions.

In the event a Commissioner is uncertain whether he or she has a conflict of interest in or is challenged in any matter, the Board shall state, for the record, its position as determined by roll call vote.

ARTICLE XIII REMOVAL

unique Any incumbent in any elected position of the NRPC may be removed from office, for cause, after a hearing affording due process held at any duly constituted regular or special meeting, called for that purpose, by a two-thirds vote of the Commissioners present and voting by written ballot. The results of the ballot shall be ascertained and announced at such meeting.

ARTICLE XIV FISCAL

Section 1401 Fiscal Year

The fiscal year for the NRPC shall be from July 1st through June 30th.

Section 1402 Bonding

unique All positions with fiduciary responsibilities assigned by the Board shall be bonded for the faithful performance of duties in an amount to be approved by the Board. The premiums for such a bond shall be paid for from NRPC funds.

Amendment History

June 26, 1996:

- V. 501, 502. Section headings added. "The NRPC may also receive funds from other sources," added to 501 and deleted from 502 for consistency.
- VI. 603. Changed Executive Committee membership to include "representative to most prominent statewide planning organization" (e.g., VT Association of Planning & Development Agencies, Council of Regional Commissions, etc.) as determined by annual vote, in lieu of representative to Council of Regional Commissions, as non-voting member. Clarified that representative to statewide planning organization is a Commissioner.
- VI. 604. Added word "Committee" following named standing committees for clarification.
- VI. 605. Amended wording for clarification; no substantive change.
- VI. 606. Changed "Staffing" to "Personnel management" for clarification.
- VII. 703. Deleted "affirmative" preceding "written ballots."
- VII. 704. Changed term of office for standing committee chairs from 2 to 1 year. Eliminated 2 year term limit for positions of Chairperson and Vice Chairperson.
- VII. 705. Changed succession of Vice Chair to Chair in the event of a vacancy to election at next regular meeting, rather than annual meeting.
- IX. 905. Clarified that the Secretary (Secretary/Treasurer) is responsible for Board and Executive Committee meeting minutes with regard to timely release and availability, regardless of who takes or prepares them.

January 28, 1998

- XI. 906 A quorum of the Board shall consist of a simple majority of the Commissioners appointed and confirmed, except as otherwise required by the Act or other specific articles of these bylaws. Amended to read "a quorum of the board shall consist of one Commissioner from a simple majority of member municipalities.

Commission Bylaw History:

Bylaws first adopted May 17, 1966

Amended: December 10, 1969
February 21, 1971
April 14, 1971
October 13, 1971

Repealed: June 1973

Adopted as Revised: June 1973

Amended: May 9, 1979
March 14, 1984
May 24, 1989
September 21, 1989
May 27, 1992

Repealed: May 31, 1995 (effective July 26, 1995)

Adopted as Revised: May 31, 1995 (effective July 26, 1995)

Amended: June 26, 1996
January 28, 1998
September 24, 2003
September 24, 2008- term limits adopted

Southern Windsor County Regional Planning Commission

BYLAWS

Adopted on June 8, 1993
Amended on March 30, 1995
Amended on January 16, 2001
Readopted on _____

These Bylaws as adopted on June 8, 1993 by the affirmative vote of a majority of the members of the Board of the Southern Windsor County Regional Planning Commission supersede all preceding Bylaws.

Article I: Legal Basis for Regional Planning Commission

24 V. S. A., Chapter 117, Subchapter 3, Regional Planning Commissions, hereinafter referred to as Vt. Law.

Article II: Name

The name of this regional planning commission shall be the Southern Windsor County Regional Planning Commission (SWCRPC), hereinafter referred to as the Commission.

Article III: Purpose

The purpose of the Commission shall be to exercise the powers and duties as indicated in Vt. Law, Sections 4345 and 4345a in the manner that will best contribute to the health, safety, and general welfare of the Southern Windsor County Region and its individual inhabitants.

Article IV: Membership and Representation

Membership on the Commission shall be comprised of Commissioners, Alternate Commissioners, and Members At-large.

Members of the Commission shall represent all communities located within the geographic boundaries of the region. The following towns comprise the current geographic boundaries: Andover, Baltimore, Cavendish, Chester, Ludlow, Reading, Springfield, Weathersfield, West Windsor, and Windsor. Any contiguous town, in conformance with the requirements of Vt. Law, Section 4341, may become a member of the Commission by a majority vote of the Commissioners.

SECTION 1: COMMISSIONERS and ALTERNATE COMMISSIONERS:

In accordance with Vt. Law, Section 4343(a), the Selectmen of each member town shall appoint one Commissioner. Each town shall certify such appointment in writing to the Commission. Such appointments may be revoked at any time by a majority vote of the Selectmen. Each Commissioner shall be entitled to one vote at Commission proceedings.

Each member town shall also appoint one Alternate Commissioner to serve in the absence of a Commissioner. During the absence of the Commissioner,

the Alternate Commissioner shall have the same privileges, as those conferred upon Commissioners, under these Bylaws.

SECTION 2: MEMBERS AT-LARGE:

In accordance with Vt. Law, Section 4343(c), the Commission may appoint Members At-large, to provide expertise or knowledge in areas of interest to the Commissioners.

Nominations for Members At-large shall be made annually by the Nominating Committee and appointments shall be made by a majority vote of the Commission members. (See Article VI, Section 3.) A total of three (3) Members At-large may be appointed to the Commission.

Members At-large shall not hold office or have voting privileges.

SECTION 3: Council of Regional Commissions:

The Nominating Committee shall nominate one (1) member of the Commission to serve as the representative to the Council of Regional Commissions. This nomination shall take place at the annual Commission meeting in June of each year. The nominee shall not be excluded from holding any other Commission office.

SECTION 4: The Nominating Committee may nominate representatives to serve the interests of the Commission on the Boards of other organizations. The Nominating Committee will follow the process as defined in Article VI, Section 3, for reporting to the Commission.

Article V: Appropriations to the Commission

The appropriate funds for dues from member communities, in accordance with Vt. Law, Section 4346(a) shall be determined by the Commission on a per capita basis as established by the last decennial census, or other established uniform population estimates as accepted by the Commission.

The Commission shall send a written notice to all member towns, on or before December 31. The notice will state the amount of dues each town must submit for the following fiscal year beginning July 1st.

The Commission may receive and expend monies from any source without limitation, including funds made available from municipalities, the State of Vermont, Federal programs, private foundations and trusts.

Article VI: Officers and Staff

SECTION 1: OFFICERS:

The Officers of the Commission shall be Chairman; Vice-Chairman; Secretary; Treasurer; or Secretary/Treasurer. Officers shall be elected by the Commission from among the membership established in

Article IV, Section 1.

SECTION 2: STAFF:

The staff of the Commission may include an Executive Director, and any other administrative and professional staff determined necessary by the Commission. Compensation for such staff, if any, shall be established by the Executive Committee after consultation with the Personnel Committee at the time the position is created or filled. Position titles and descriptions of the duties for each position shall be provided by the Commission in a written Personnel Policies document. Personnel Policies shall be written and updated every five years by the Commission and administered by the Executive Committee. Amendments to the Personnel Policies may be adopted on a more frequent basis to provide necessary adjustments for staff positions and any other changes deemed necessary by the Commission.

SECTION 3: NOMINATION OF OFFICERS AND MEMBERS AT-LARGE:

A Nominating Committee, consisting of three Commission members as defined in Article IV, Section 1, shall be appointed by the Chairman of the Commission, no less than thirty (30) days prior to the regularly scheduled meeting of the Commission in June of each year. The Nominating Committee may nominate one or more candidates for each office and for each Member At-large, as well as a representative to the Council of Regional Commissions.

A report from the Nominating Committee shall be mailed to the members who are entitled to vote, as established in Article IV, prior to the June meeting of the Commission. Additional nominations may also be made at the June meeting. The vote shall be cast and counted at the June meeting of each year.

SECTION 4: ELECTION OF OFFICERS, MEMBERS AT-LARGE and OTHER REPRESENTATIVES:

The officers, Members At-large, and other representatives shall be elected by the affirmative written ballots of a majority of the membership voting.

SECTION 5: TERMS OF SERVICE:

The terms of office for all officers shall begin on the first day of July, and shall last for one (1) year. Officers shall continue to hold office until their successors have been elected and installed. Officers may be elected to serve in the same office for no more than three (3) consecutive years.

The term of service for Members At-large shall be for one (1) year, commencing after their election and ending immediately after their successors are elected.

The term of service for representatives to the Council of Regional Commissions and other organizations shall be for one (1) year. The

representative shall continue to serve until a successor has been elected and installed.

SECTION 6: VACANCIES:

In the event that any office, or Member At-Large appointment is vacated, such position shall be filled by a majority vote at the following Commission meeting. Persons so elected shall hold the position for the balance of the term, or until their successors are elected and installed.

Vacancies in the position of Commissioner or Alternate Commissioner shall be filled by the legislative body of the town where the vacancy occurs.

SECTION 7: DUTIES OF OFFICERS:

The **Chairman** shall:

be considered the chief executive officer of the Commission and shall preside at all meetings of the Commission. He or she may call special meetings, and serve as ex-officio member on all committees, except the Nominating Committee. The Chairman shall create and discharge standing and special committees authorized by a vote of the Commission.

The **Vice-Chairman** shall:

act as the Chairman in the absence or incapacity of the Chairman.

The **Secretary and Treasurer** shall:

perform such duties as are customary to the office. The Treasurer may be bonded for the faithful performance of his/her duties, if and when so voted by the Commission, in an amount to be determined and approved by the Commission. The premiums for such a bond shall be paid from Commission funds.

Executive Committee:

The Executive Committee shall be comprised of the officers of the Commission. The general purpose of the Executive Committee shall be to serve in an advisory capacity and to facilitate the management of the Commission between regular Commission meetings. In the absence of full Commission representation, the Executive Committee may make such decisions as are required to maintain continuous operation of the Commission. Such authority shall only be granted to the Executive Committee in matters which cannot be deferred until the next regular Commission meeting. All such decisions shall be reported for approval to the full Commission at the next meeting.

SECTION 8: EXECUTION OF INSTRUMENTS:

All checks, notes, drafts and orders shall be signed by the Executive Director and countersigned by a member of the Executive Committee.

SECTION 9: ANNUAL REPORTS:

The Chairman, Secretary, Treasurer and Commission Staff shall prepare an annual written work program, which shall be presented to the Commission at the regular July meeting after the Annual meeting. A copy of each annual work program shall be forwarded to the Selectboard of each member town.

An annual audit, conducted by an independent CPA, shall be performed, and a report shall be presented to the full Commission at a duly warned meeting.

Article VII: Meetings

SECTION 1: REGULARLY SCHEDULED MEETINGS:

A minimum of ten (10) monthly meetings shall be scheduled during the fiscal year at a time and place, as determined by the Commission, to best serve the convenience of the greatest number of Commissioners, Members At-Large and any other appointed Representatives of the Commission.

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

SECTION 2: ADDITIONAL MEETINGS:

Additional meetings may be called by the Chairman, or by a majority vote of the Commissioners.

SECTION 3: NOTIFICATION OF MEETINGS:

Commissioners, Members At-large, and any other duly appointed representatives shall receive a minimum of five (5) days advance written notification of all regularly scheduled meetings from the Chairman or Secretary of the Commission. Whenever possible, an agenda of the meeting shall be included with the notification.

Commissioners, Members At-large and any other duly appointed representatives shall also receive advance written notification of special or additional meetings.

SECTION 4: MINUTES OF MEETINGS:

Minutes of all meetings of the Commission shall be kept by the Secretary of the Commission or by an assigned member of the staff. Copies of the minutes shall be mailed to all members.

SECTION 5: QUORUM:

A minimum of 50% plus one of the appointed Commissioners representing the Commission's member communities shall constitute a quorum for the transaction of business at meetings of the Commission.

SECTION 6: VOTING:

Any official Commission action shall require a majority vote of those representatives present and voting.

Article VIII: Amendments to the Bylaws

Any proposed amendment to these Bylaws shall require a minimum of thirty (30) days advance written notification to the members of the Commission. If the proposed amendment receives an affirmative vote from the majority of those members entitled to vote, these Bylaws shall be so amended.

Article IX: Roberts Rules of Order

Roberts Rules of Order, Revised shall 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.

TWO RIVERS-OTTAUQUECHEE REGIONAL COMMISSION BYLAWS

Adopted by the Commissioners on June 25, 2014

Two Rivers-Ottauquechee Regional Commission
128 King Farm Road
Woodstock, Vermont 05091

(802) 457-3188 www.trorc.org

TABLE OF CONTENTS

ARTICLE 1. POWERS OF THE REGIONAL COMMISSION.....	1
ARTICLE 2. NAME AND ADDRESS.....	1
ARTICLE 3. PURPOSES.....	1
ARTICLE 4. MEMBERSHIP AND REPRESENTATION.....	2
ARTICLE 5. APPROPRIATIONS TO THE COMMISSION.....	3
ARTICLE 6. FISCAL AND ORGANIZATIONAL YEAR.....	3
ARTICLE 7. OFFICERS, STAFF, EXECUTIVE COMMITTEE.....	3
ARTICLE 8. MEETINGS.....	5
ARTICLE 9. AMENDMENTS TO BYLAWS.....	6
ARTICLE 10. ROBERT'S RULE OF ORDER.....	6

ARTICLE 1. POWERS OF THE REGIONAL COMMISSION

The legal basis and powers of this Regional Commission stem from and are stipulated in the Vermont Planning and Development Act, 24 V.S.A., Chapter 117, Section 4301 et seq., as amended, and such other laws as may be enacted by the General Assembly of the State of Vermont.

ARTICLE 2. NAME AND ADDRESS

The name of this Regional Commission shall be the TWO RIVERS-OTTAUQUECHEE REGIONAL COMMISSION. The principal address of the Commission shall be its offices.

ARTICLE 3. PURPOSES

- A. The general purpose of Regional Commissions shall be to guide, prepare and maintain coordinated plans for the development of the region which will, in accordance with present and future needs and resources, best promote the health, safety, order, convenience, prosperity and welfare of the inhabitants of said region. Said plans shall encourage and include, but not be limited to, the following: proper population distribution, proper land use for industry, commerce, housing, recreation, forestry and agriculture; adequate facilities of transportation and communication; the proper and economic location of public utilities and services; the conservation of the supply of food, water, energy, and other natural resources; good civic design; promotion of educational and cultural opportunities; and the wise and efficient expenditures of public funds.
- B. To assist towns and villages and their respective local planning, energy and conservation commissions in bringing about municipal planning to promote the health, safety and welfare of the local and regional areas with which this Regional Commission is concerned, together with the people thereof; to advise municipal governing bodies in all aspects of municipal governance.
- C. To undertake studies and make specific recommendations on economic, energy, industrial, residential, and commercial development within the region; to carry out, with cooperation of municipalities within the region, economic development programs for the full development, improvement, protection and preservation of the region's physical, natural and human resources.
- D. To prepare and adopt a Regional Plan in accordance with the provisions of 24 V.S.A., Section 4348 and 4348(a) and consistent with the goals of 24 V.S.A., Section 4302.
- E. To undertake other activities or duties as required by state or federal law including, but not limited to, those outlined in 24 V.S.A., Section 4345, Section 4345(a) and Section 4350.

ARTICLE 4. MEMBERSHIP AND REPRESENTATION

Section 4.1 General Membership Area

Pursuant to the laws of the State of Vermont with regard to the creation of this Commission, the membership area of this Commission shall be the following towns: Barnard, Bethel, Bradford, Braintree, Bridgewater, Brookfield, Chelsea, Corinth, Fairlee, Granville, Hancock, Hartford, Hartland, Newbury, Norwich, Pittsfield, Plymouth, Pomfret, Randolph, Rochester, Royalton, Sharon, Stockbridge, Strafford, Thetford, Topsham, Tunbridge, Vershire, West Fairlee, and Woodstock.

Section 4.2 Commissioners

All towns within the designated region shall be represented on the Commission by one or two Commissioners appointed by the legislative body of the town. Commissioners serve at the pleasure of their legislative body.

Each town shall be entitled to cast one vote only at Regional Commission proceedings. Accordingly, at any meeting where two Commissioners are present and representing the same town, they shall be entitled to cast only one collective vote.

A Commissioner may be reappointed to succeed himself or herself. In the event of death, resignation, disqualification, excessive absence or removal of a Commissioner, a successor shall be sought, as provided above.

Section 4.3 Members-At-Large

To allow for the direct participation of various areawide citizen interests, the Commission authorizes the annual appointment of voting representatives from those areas of citizen interest designated by the Commission. Such appointment shall be by favorable vote of at least 75% of the Commissioners present at a meeting noticed for this purpose. Such representatives shall be titled Members-At-Large and are entitled to full voting privileges. Members-At-Large shall serve for a period of one year or until the end of the organizational year, whichever occurs first. Current or past Members-At-Large may be appointed for ensuing terms. The number of appointed Members-At-Large shall be not more than five (5).

A Member-At-Large may be removed by a vote of at least 75% of the Commissioners representing participating towns present at a meeting noticed for this purpose and upon determination that such a person is not representative of the areawide citizen interests, as previously determined.

Members-At-Large shall not be officers of the Commission.

In the event of death, resignation, disqualification, excessive absence, or removal of a Member-At-Large, a successor may be appointed by the Commissioners at a meeting noticed for this purpose. Such appointments shall be for the length of the unexpired term of the position vacated.

ARTICLE 5. APPROPRIATIONS TO THE COMMISSION

- A. The Commissioners shall annually establish dues in accordance with a schedule and rate established by the Commission. The Commission shall notify in writing all towns within the region on or before November 1st of the sums it deems necessary to be received from said towns for the ensuing fiscal year.
- B. The Commission may receive monies from any source without limitation, including funds made available from individuals, municipalities, the State of Vermont, the federal government, private foundations, corporate partners and trusts.

ARTICLE 6. FISCAL AND ORGANIZATIONAL YEAR

The fiscal and organizational year of this Commission shall be July 1st through June 30th.

ARTICLE 7. OFFICERS, STAFF, EXECUTIVE COMMITTEE

Section 7.1 Officers

The officers of the Regional Commission shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. All officers shall be Commissioners representing towns.

The Executive Committee shall consist of the officers of the Regional Commission. The Chairperson shall have the power to appoint, upon vote of the Regional Commission, one or two additional members to the Executive Committee, such members being selected from Commissioners representing member towns.

Section 7.2 Staff

The staff of the Regional Commission includes an Executive Director and other necessary administrative and professional staff as determined by the Regional Commission. Duties of the Executive Director shall be set by the Executive Committee with approval by the majority vote of the Commission. Job descriptions for all staff shall be on file.

Section 7.3 Election of Officers

A Nominating Committee, consisting of two Commissioners, shall be appointed by the Chairperson at least 30 days prior to the Annual Meeting and shall render its report of nominations to fill ensuing vacancies of Chairperson, Vice-Chairperson, Secretary and Treasurer at that Annual Meeting. Commissioners are entitled to vote for any qualified person whether or not nominated by the Nominating Committee. The officers of the Commission shall be elected at the Annual Meeting by majority vote of the Commissioners present.

Section 7.4 Term of Office

The term of office of all officers shall take effect July 1st and shall be for one year or until their successors have been duly elected.

Section 7.5 Vacancies in Office

In the event that any office is vacated, such office shall be filled by a majority vote at the next Commission meeting. Officers so elected shall hold office for the balance of the current term or until their successors are elected.

Section 7.6 Duties of Officers and Staff

The **CHAIRPERSON** shall preside at all meetings of the Commission with the full right to vote as a member of the Commission. The Chairperson shall call the meetings and fix the time and place thereof; shall create and terminate all special committees and serve as ex-officio non-voting member thereof, (except that the Chairperson may vote in case of a tie). The Chairperson, or his or her designee, shall execute all documents in the name of the Commission, and shall perform such other duties as the Commission may from time to time delegate.

The **VICE-CHAIRPERSON** shall perform all the duties of the Chairperson in his or her absence.

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

The **TREASURER** shall oversee all financial records of the Commission. The Treasurer shall be the custodian of all monies and shall present a statement to the Commissioners at regular meetings and an annual report following the close of the fiscal year.

An **EXECUTIVE DIRECTOR** shall be in charge of the office and shall conduct a regional planning program, subject to the approval of the Commission within the framework of 24 V.S.A., Chapter 117, as amended, and shall be in charge of all general correspondence of the Commission. In addition, the Executive Director shall assist the officers in performing their duties; shall notify Commissioners of their election to office or appointment to committees; shall receive all money due or granted to the Commission; shall prepare an annual budget and program for the fiscal year which shall be reviewed by the Executive Committee prior to submission for approval by the Commission; shall keep accounts which shall at all times be open to inspection of the Commissioners and shall manage the staff of the Commission. The Executive Director shall undertake such other duties as the as Commission shall assign.

Section 7.7 Purpose and Duties of Executive Committee

The general purpose of the Executive Committee is advisory in nature and they shall meet monthly to facilitate the management of the Commission's affairs during the period between meetings of the Commission. The Executive Committee shall supervise the affairs of the Regional Commission between its regular meetings and will act for the Regional Commission only when immediate action is required and the Regional Commission voting membership is unable to take the necessary action in time.

The duties of the Executive Committee shall be to:

- a.) Review all new project and program proposals, monthly financial reports and the annual audit and refer them, with a report thereon, to the Commission for action;

- b.) Recommend to the Commission positions to be taken on behalf of the Commission by its Committees or Staff;
- c.) Carry out all decisions or actions as from time to time may be authorized or delegated by the Commission.

The Executive Committee shall distribute minutes of its meetings for review by the Commissioners.

Section 7.8 Special Committees

The Chairperson may appoint Special Committees to carry out activities in furtherance of the Commission's purposes and objectives.

Section 7.9 Annual Reports to Towns

The Chairperson and the Executive Director shall prepare and present a written annual report to the towns in November of each year.

ARTICLE 8. MEETINGS

Section 8.1 Meetings

Regular meetings of the Commission shall be held generally once a month, at a time and place designated by the Chairperson unless notice to the contrary has been given by the Chairperson.

Section 8.2 Special Meetings

Special Meetings may be called by the Chairperson and must be called by the Chairperson upon the written request of five (5) participating members of the Commission, addressed to the office of the Commission.

Section 8.3 Annual Meeting

The Annual Meeting of the Regional Commission shall be held in June at a date and place designated by the Chairperson. The Chairperson and Executive Director of the Commission shall render an annual report to the Commission. An annual budget and work program will be adopted and election of officers will occur at the Annual Meeting.

Section 8.4 Notice of Meetings

Notice of regular, special, and annual meetings of the Regional Commission and Regional Commission subcommittees shall be given in writing or in person by the Commission's office to each Commissioner, and Members-At-Large, at least seven days in advance of such meeting. Meetings noted above will be posted on the Regional Commission's website.

Section 8.5 Quorum

For the purpose of holding meetings and transacting business of this Commission, a quorum shall require official representation of not less than fifty percent of those member towns with duly appointed Commissioners. Further, any duly appointed Commissioner who fails to attend three consecutive meetings shall no longer be counted in quorum determinations. Commissioners who re-establish regular attendance shall then cause their

town to count in quorum determinations. In the event of a tie vote upon any matter before the Commission, including the vote of the Chairperson, such motion, resolution, or action shall be considered defeated. For the purpose of transacting legal business, the meeting shall be chaired by one of the officers of the Commission.

Section 8.6 Postal or Electronic Balloting

By order of the Commission, any vote may be taken by postal or electronic ballot (email) prior to the next ensuing meeting of the Commission by mailing or emailing such votes to the office of the Commission.

Section 8.7 Voting Procedure

In all votes of the Commission, Commissioners who are counted as present at the meeting shall cast either an aye or nay votes, without abstention unless a conflict of interest has been declared.

ARTICLE 9. AMENDMENTS TO BYLAWS

These Bylaws may be amended by the affirmative vote of three-quarters of all Commissioners present and voting at any regular or special meeting called upon twenty days notice. Such amendments shall be outlined in such notice.

ARTICLE 10. ROBERT'S RULE OF ORDER

Robert's Rules of Order Revised shall govern the proceedings of the Two Rivers-Ottawaquechee Regional Commission in all cases which are not otherwise specifically covered in these Bylaws and any other special rules the Commission may adopt.



WINDHAM REGIONAL COMMISSION BYLAWS

ARTICLE I. Name and Membership

The name of this organization shall be the Windham Regional Commission (hereinafter called "the Commission"). The Windham Region, as the term is used in these Bylaws, consists of the Towns of Athens, Brattleboro, Brookline, Dover, Dummerston, Grafton, Guilford, Halifax, Jamaica, Londonderry, Marlboro, Newfane, Putney, Readsboro, Rockingham, Searsburg, Somerset, Stratton, Townshend, Vernon, Wardsboro, Westminster, Weston, Whitingham, Wilmington, Windham and Winhall. These twenty-seven towns constitute the membership of the Commission and are referred to in these Bylaws as member towns.

ARTICLE II. Organization and Authority

The Commission is created by the voluntary association of its member towns pursuant to Title 24, Vermont Statutes Annotated Section 4341, with written approval of the Agency of Development and Community Affairs of the State of Vermont (now known as the Agency of Commerce and Community Development). Formed in 1965, it is the oldest of Vermont's Regional Commissions.

ARTICLE III. Mission and Purpose

- A. The Mission of the Windham Regional Commission is to assist towns in Southeastern Vermont in providing effective local government and to work cooperatively with them to address regional issues.
- B. The Commission is organized to perform those functions authorized by 24 V.S.A. 4345 and 4345a, and other such functions, authorized by law and consistent with the broad purposes set forth in paragraphs B-E of this Article, which may be approved from time to time by the Commission.
- C. The Commission shall prepare and maintain a Regional Plan for the Windham Region as provided by 24 V.S.A. 4348; it shall work towards the implementation of such plan; and it shall promote the coordination of the planning and development efforts of member towns. The Commission's plans shall take into account the present and future needs of the Region, efficient and wise use of its

resources and potential resources, and the economic, social and ecological impact of proposed patterns of regional development and land use.

- D. The Commission shall advise and assist member towns in their preparation, adoption and implementation of municipal plans pursuant to 24 V.S.A 4387. When requested by a member town and when in accord with the Commission's own work program, the Commission shall provide direct staffing for such individual or joint town planning projects, subject to resources available and the Commission's approved policies covering extent and payment for such services.
- E. The Commission shall coordinate and assist in efforts to promote the health, safety and general welfare of the people of Windham Region through development and planning activities affecting the areas of human resources and natural resources. These activities may include, but are not limited to, community and economic development, housing, transportation, and human services, emergency planning, and energy. 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.
- F. In carrying out the above functions the Commission shall be guided by:
 - 1. The goals of member Towns as expressed by agencies of town government;
 - 2. The policy of addressing those needs that transcend town boundaries and the resources of individual Towns;
 - 3. The policy of extending and strengthening the capability of member towns through the Commission's staff resources;
 - 4. The policy of fostering cooperation between member towns and between towns and other public agencies as well as non-profit or private agencies and groups;
 - 5. The policy of involving citizens of the Windham Region in the planning processes, and
 - 6. The goals and policies set out in 24 V.S.A. 4302.

ARTICLE IV. Commissioners

- A. Each member town in good standing shall be represented on the Commission by two Commissioners appointed by the legislative body of the town. A member town in good standing shall be one that has appropriated funds for its share of the Commission budget as determined by Article V of these Bylaws. No Commissioner may vote or otherwise formally serve as such until his or her appointment has been certified in writing to the Commission by the appointing legislative body. Member towns not in good standing shall not be entitled to Commissioner representation.
- B. Up to ten Citizen Interest Commissioners may be elected to one-year terms by a majority vote of the town Commissioners voting at the annual business meeting or any other meeting noticed for such purpose. Such Commissioners must have an identified Windham Region interest, or be connected with an organization which conducts programs of regional impact and be deemed appropriate to have representation on the Commission. Such Commissioners need not reside in the Windham Region.

- C. Town Commissioners shall serve annual terms from April 1 to March 31 or until a successor has been duly certified by the legislative body of the member town, provided such town has appropriated funds for its share of the commission's budget as determined by Article V hereof.
- D. Commissioners are expected to actively participate in the Commission per the Commissioner Handbook.

ARTICLE V. Funding

- A. To maintain its membership in good standing, each member town of the Windham Region shall annually appropriate and provide funds to the Commission in an amount, determined in total by the Commission, which shall be such town's proportionate share of such total established on a per capita basis. There shall, however, be a minimum amount for town membership set by the Commission.
- B. Grants and gifts for the general purposes of the Commission may be requested and accepted by the Commission through the Executive Director when compatible with the purposes of the Commission as set out in Article III, the Annual Work Program, or both.
- C. When consistent with the Commission's purposes as set out in Article III and the Annual Work Program and when approved by the Board, member towns in good standing or other public or semi-public entities may contract at cost with the Commission for staff support of special projects. The Commission shall maintain a written policy regarding such contract work and funding.
- D. The fiscal year of the Commission shall be from October 1 to September 30.

ARTICLE VI. Officers and Executive Board

- A. The officers of the Commission shall be the Chair, Vice Chair, Secretary, Treasurer, and Representative to the Council of Regional Commissions, all of whom shall be representatives of member towns. All such officers shall be elected from the body of Commissioners, except as provided in paragraph G below. In addition, the Board may appoint non-Commissioners to serve as Assistant Secretary and Assistant Treasurer, and as such to aid the officers in the day-to-day performance of their duties. Such assistants shall not be members of the Commission or of the Board.
- B. The Chair shall:
 - 1. Call all meetings of the Commission and the Board on his or her own initiative, or by majority vote of the Board, or upon written request of seven Commissioners;
 - 2. Preside at all meetings of the Commission and Board;
 - 3. Appoint the chair and other members of all committees, which appointments shall be with the approval of the Board;
 - 4. Refrain from voting at any meeting, except to make or break a tie, and on those matters identified in Article IX, paragraph H.1. to H.3.; and
 - 5. Perform such other duties as are normal and customary to the office, or which may be assigned by the Commission.
- C. The Vice Chair shall:

1. Act as Chair in the absence or incapacity of the Chair, and
 2. Perform such other duties as may be assigned by the Commission.
- D. The Secretary shall:
1. Keep true and accurate records of all meetings of the Commission and the Board, such records to include all motions proposed and the votes thereon and shall deliver copies of these records to all Commissioners, which duties may be delegated in accordance with paragraph A above;
 2. Act as Treasurer in the absence or incapacity of the Treasurer;
 3. Make a regular report to the Commission on the considerations and actions of the Board; and
 4. Perform such other duties as are normal and customary to the office, or which may be assigned by the Board.
- E. The Treasurer shall:
1. Submit monthly reports to the Commission. Such report may contain a separate accounting for each project or program undertaken by the Commission;
 2. Maintain an individual account for major categories or programs undertaken by the Commission. These accounts shall accurately reflect the cost of personnel services, benefits, supplies, rent, services materials and equipment apportioned the project or program, which duties may be delegated in accordance with paragraph A above;
 3. Secure an annual audit or other independent review of the Commission's financial condition;
 4. Sign checks for the Commission consistent with the policy approved by the Board;
 5. Chair the Finance Committee; and
 6. Perform such other duties as are normal and customary to the office, or which may be assigned by the Commission.
- F. The Council of Regional Commissions Representative shall:
1. Represent the Commission on the state-wide Council on Regional Commissions pursuant to 24 V.S.A. 4305, and
 2. Give reports to the Board and Commission on any work of the Council at least once each quarter.
- G. The Executive Board of the Commission shall consist of the officers of the Commission and six Commissioners. No more than one Board member may be a Citizen Interest Commissioner.
- H. The Executive Board shall:
1. Carry out all decisions and instructions of the Commission;
 2. Oversee the month-to-month administration of the Commission's work program and budget through the Executive Director;
 3. Act on behalf of the Commission on proposals or questions otherwise requiring Commission action when time precludes full Commission action and report any such actions at the next Commission meeting;
 4. Oversee all activities of the staff through the Executive Director;
 5. Review and recommend coordinated annual work program and budget, and mid-year annual reports when necessary to the Commission for action;
 6. Recommend to the Commission positions to be taken by the Commission or, on behalf of the Commission, by its Board, Committees or staff;

7. Audit and evaluate project and program performance and regularly present timely reports thereon to the Commission; and
 8. Present an annual report on the activities of the Commission, the Board and the staff to the Commission, its member towns and other parties.
- I. The term of office for all officers and members of the Executive Board of the Commission shall be for the fiscal year. Elections shall take place at the business meeting of the Commission conducted prior to the beginning of the fiscal year. A majority of the Commissioners voting shall elect from those nominees submitted by the Nominating Committee and any additional candidates nominated from the floor. Paper ballots shall be used for any office to be filled when requested by at least seven Commissioners. Vacancies in any office or on the Executive Board shall be filled for the remainder of the term by a majority vote of the Commissioners at the next Commission meeting.

ARTICLE VII. Committees and Programs

- A. There shall be four standing Committees: Nominating, Finance, Personnel and Project Review.
- B. Each standing committee shall consist of at least three Commissioners, appointed by the Chair for a one-year term. No Commissioner shall serve on more than two standing committees.
- C. Each standing Committee shall be chaired by a member of the Executive Board and shall report, as appropriate, to the Board and Commission on the Committee's work.
- D. The Nominating Committee shall prepare a report annually nominating one or more person(s) for each office and vacancy on the Board. Such report shall be mailed to each Commissioner along with the notice and agenda for the business meeting each year. The Nominating Committee shall also submit a similar report to the Commissioners with respect to any interim vacancy.
- E. The Personnel Committee shall develop and maintain Commission Personnel Policies and shall perform such other duties as the Commission or Board may direct, or as may be assigned elsewhere in these Bylaws.
- F. The Finance Committee shall review the fiscal operations of the Commission on a regular basis and report its findings and long-term recommendations to the Board and to the Commission regularly.
- G. The Project Review Committee shall monitor the staff work related to project application reviews identified as having potential regional importance or substantial regional impact; to recommend positions to the Executive Board and Full Commission on policy matters, and to develop and recommend action on applications.
- H. The Chair shall create and appoint such additional committees and chairs as he or she or the Board shall determine to be useful to accomplish the goals and facilitate the administration of the Commission. The purpose, time frame and resources available shall be clearly identified. Such committees may include non-commission members.
- I. The Chair's appointments to such additional Committees shall be subject to review and approval by the Board.

- J. The Commission may sponsor special programs to assist in the establishment of a community service or entity which may eventually become independent or which may remain as an ongoing program of the Commission. Such programs may provide social services, economic development, transportation, or other community services or facilities consistent with the Commission's mission and Regional Plan.

ARTICLE VIII. Staff

- A. The Staff of the Commission shall include an Executive Director and such other necessary administrative and technical staff as shall be determined by the Board. All personnel practices shall be in accordance with the Commission's Personnel Policies. 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 Executive Director shall be responsible for the week-to-week operation of the Commission's work as set out in the annual work program and budget. The Executive Director shall provide general administrative support and supervision for all Commission programs and staff.
- C. The Executive Director is authorized to sign contracts and agreements on behalf of the Commission, provided that they are consistent with the annual work program and budget. The Executive Director shall report on such actions regularly to the Board.
- D. The staff through the Executive Director shall undertake such duties as the Board or the Commission may assign.
- E. 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, sex, sexual orientation, age, ethnicity or place of national origin. The Board and Personnel Committee shall take affirmative steps as needed to ensure that this policy is followed.

ARTICLE IX. Meetings and Voting

- A. There shall be at least six regular meetings of the Commission each year, held on the last Tuesday of the month, or as called by the Board. They will be held throughout the Windham Region at times and places to serve best the convenience of the greatest number of Commissioners and member towns throughout the Region as determined by the Board.
- B. Additional meetings may be called by the Chair, by a majority vote of the Board or upon written request of 20% of the Commissioners.
- C. There shall be held an annual meeting of the Commission, at a time and place determined by the Board.
- D. Seven days notice of each meeting of the Commission, together with the agenda for such meeting, shall be sent to each Commissioner. Additional items shall be placed on the agenda on the request of at least five Commissioners. Presence at a meeting shall constitute waiver of notice with regard to all matters placed on the agenda mailed to all Commissioners with seven days notice.

- E. Minutes of all meetings of the Commission and of the Board shall be kept and copies thereof shall be available to all Commissioners, member towns, and the public.
- F. Commissioners representing a majority of member towns in good standing shall constitute a quorum at meetings of the Commission, except that for a meeting to consider the adoption or amendment of the Regional Plan, a quorum shall be representative of 75% of the member towns in good standing. A majority of members of the Executive Board shall constitute a quorum at meetings of the Board. Should a quorum be lacking at a noticed meeting, the individuals present shall act as a committee on behalf of the Commission or Board, subject to ratification of all actions at the next meeting at which a quorum is present.
- G. Except as otherwise prescribed by these Bylaws, meetings shall be conducted in accord with "Robert's Rules of Order Newly Revised" unless the meeting votes otherwise before the business of the agenda is conducted. The Commission shall make reasonable provision for public comment at its meetings.
- H. Except as otherwise provided by the additional voting requirements below, each Commissioner shall have one vote and a simple majority vote of all Commissioners present and voting shall be necessary to pass a motion regarding any matter.
 - 1. A Regional Plan adoption or amendment shall be adopted by not less than 60% of Commissioners present representing member towns (see 24 V.S.A. 4348). Citizen Interest Commissioner votes shall be tabulated and combined with those of town representatives, but shall not be used in determining the outcome of such regional plan proposals.
 - 2. Town planning process confirmations and municipal plan approval decisions shall be made by a majority vote of Commissioners present representing member towns (see 24 V.S.A. 4350). Citizen Interest Commissioner votes shall be tabulated and combined with those of town representatives, but shall not be used in determining the outcome of such confirmations and approvals.
 - 3. Amendment of these Bylaws shall require the affirmative final vote of 2/3 of all Commissioners present and voting (see 24 V.S.A. 4343).

ARTICLE X. Amendments

These Bylaws may be amended as follows:

- A. A proposed amendment shall be placed on the agenda for any meeting of the Commission upon vote by the Board, or upon written request of 20% of the Commissioners, or by petition submitted by action of the legislative body or three or more member towns in good standing.
- B. The proposal shall be discussed at such meeting of the Commission and the proposal may be amended at that meeting.
- C. The proposal as amended shall be placed on the agenda and voted upon at the next meeting of the Commission. No amendment to the proposal shall be allowed at the Commission meeting during which a final vote is taken.

- D. An adopted amendment shall become immediately effective unless the Commission shall vote otherwise.

ADOPTED: May 24, 1977

AMENDED: June 1986

May 1989

Aug. 27, 1996

May 26, 1998

May 25, 2010

March 27, 2012

3360005.3