



## **BYLAWS UPDATE WORKGROUP**

**Monday, July 15, 2019**

**9:30 am**

**CVRPC Office, 29 Main Street, Suite 4, Montpelier**

### **AGENDA**

**9:30<sup>1</sup> Adjustments to the Agenda**

**Public Comment**

**9:35 Attorney Review** (enclosed)

Discussion with DINSE attorneys Sara Huddleston and Brian Murphy regarding review of and comments on the draft bylaws. Questions from the Workgroup.

**10:35 Next Steps – Next Meeting**

**10:45 Adjourn**

Conference Call In:

Number: (712) 770-4700

Access Code: 960511

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<sup>1</sup> All times are approximate unless otherwise advertised



## MEMO

Date: July 8, 2019  
To: Bylaw Update Workgroup  
From: Bonnie Waninger, Executive Director  
Re: Preparation for Discussion with Attorney

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CVRPC use DINSE, a law firm based in Burlington, VT, for legal services. DINSE attorneys Sara Huddleston and Brian Murphy completed the review of CVRPC's draft bylaw update. The attorneys commented that the bylaws were in good shape to begin with, so they saw their role as doing a "touch-up". They offered their thanks to you for giving them such a solid start from which they could work.

The July 8 telephone meeting is an opportunity to respond to the attorneys' questions and have a dialogue comments and recommendations from the attorney and questions from the Workgroup. No action is expected to be taken at this meeting.

### Attorney Comments and Questions

The attorneys included comments within the draft document for CVRPC's review. They requested a response for two specific comments. The sections for those comments, along with my response are:

- 1) Section 302: Appointment of Commissioners and Alternates; Terms. Commissioners are appointed by the Commissioner's Municipality. The Municipality can change the appointed individual whenever it chooses. CVRPC requires written confirmation of the appointment prior to allowing the new Commissioner to vote (Selectboard or Town Clerk letter, meeting minutes, etc.). CVRPC also requests each Municipality confirm its appointed Commissioner annually after Town Meeting. Not all Municipalities return the appointment form.
- 2) Section 802: Membership Assessment. CVRPC's municipalities have a consistent record of paying dues. This is not true in RPC's statewide. CVRPC could address this issue in its Cost of Services Policy.

Along with minor wording revisions, the attorneys added:

- 1) provisions standard in many nonprofit bylaws:
  - a. Waiver of Notice (at new Subsection 605D); and
  - b. Electronic Records and Signatures (at new Section 908).

- 2) several defined terms throughout, and changed some terms that were capitalized but undefined to lowercase text. They requested the Committee inform them of any lowercase terms that are terms of art or have a precise meaning in the planning commission field, so these terms can be defined and re-capitalized.

The attorneys also posed a question for CVRPC regarding adding an indemnification provision:

- 1) Indemnification. Does CVRPC want to add an indemnification provision to the bylaws so that nongovernmental employees would be entitled to indemnification under specified circumstances? There is currently no indemnification provision for Commissioners/Alternates or committee members. Many of the Commissioners and Alternates may be employed by their municipalities and are thus indemnified by the state or federal government for any actions carried out in their official governmental capacity. What protection is afforded those Commissioners, Alternates, and other committee members who are not governmental employees (who would already be entitled to indemnification in their capacity as such)? As opposed to the Executive, Nominating, and Regional Plan Committees (at Sections 403B-D) that are comprised of Commissioners or Alternates, non-Commissioner committee members may serve on the Project Review Committee (at Section 403E), the Municipal Plan Review Committee (at Section 403F), and the Transportation Advisory Committee (at Section 403G).

### **Bylaw Update Workgroup Questions**

Questions from the Committee that were sent to the attorneys in advance of the meeting included:

- 1) CVRPC has position titles (e.g., Executive Director, Commissioner, Chair) and committee names. Why do established titles and names need to be defined as “terms”?
- 2) Why is the waiver provision under section 605, notice of meetings, needed? Why would we need this?
- 3) Indemnification. As a subdivision of state government, are required to indemnify non-employee participants? What are we envisioning that they need to be indemnified for? If CVRPC has Directors and Officers insurance, does this resolve this issue for Board members and Alternates (when acting as the Commissioner or participating in a Committee as an Alternate Commissioner). If a municipality has not indemnified a Commissioner for the Commissioner’s participation on town committees and Commissions, why is the RPC different?

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## CENTRAL VERMONT REGIONAL PLANNING COMMISSION BYLAWS

*Annotated Version – notes will be removed upon adoption*

Adopted by the Commissioners on [Month-July](#) ##, 2019~~X~~

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**ARTICLES OF CONSTITUTION AND BYLAWS OF  
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## ARTICLES OF CONSTITUTION AND BYLAWS OF THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION

### ARTICLE 1: NAME AND ADDRESS

*Note: Compare to Article I in the current bylaws. No substantial changes.*

The name of this organization shall be the Central Vermont Regional Planning Commission, hereinafter referred to as CVRPC. The principal address of CVRPC shall be the address of its offices.

### ARTICLE 2: POWERS AND PURPOSES

*Note: Compare to Article II in the current bylaws. Expanded discussion of powers includes Municipal Service Agreements, which must be explicitly identified in the bylaws for CVRPC to do.*

#### Section 201: Legal Basis

The legal basis of CVRPC is established in the Vermont Municipal and Regional Planning and Development Act, [codified at 24 V.S.A. Sections 4301 et seq.](#) (Chapter 117), (hereinafter referred to as the “Act”), and other such laws as may be enacted by the General Assembly of the State of Vermont.

#### Section 202: General Purpose

The purpose of CVRPC is to assist Central Vermont municipalities in providing effective local government and to work cooperatively with them to address regional issues. CVRPC shall coordinate and assist in efforts to promote the present and future health, safety and general welfare of the people of Central Vermont through planning and development activities.

#### Section 203: Regional Planning

CVRPC shall prepare and adopt a Regional Plan in accordance with the provisions of 24 V.S.A. [Sections 4348 and 4348\(a\)](#) and consistent with the goals of 24 V.S.A. [Section 4302](#).

CVRPC shall undertake other activities or duties as required [or permitted](#) by state or federal law including, but not limited to, those outlined in 24 V.S.A. [Sections 4345, Section 4345\(a\), 4348,](#) and [Section 4350](#).

#### Section 204: Municipal Planning

CVRPC shall assist municipalities and their respective local boards, commissions and committees in developing and implementing municipal plans to promote the health, safety and welfare of residents and the local and regional areas with which CVRPC is concerned.

CVRPC may advise municipal governing bodies in all aspects of municipal governance.

#### Section 205: Studies, Plans, and Implementation

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In accordance with the provisions of 24 V.S.A. Section 4345, CVRPC may undertake comprehensive planning and studies, and make recommendations on land development; urban renewal; transportation; economic, industrial, commercial and social development; urban beautification and design improvements; historic and scenic preservation; capital investment plans, and natural resource protection. CVRPC may also implement, with the cooperation of municipalities within the region, programs for the appropriate development, improvement, protection and preservation of the region's physical and human resources.

#### **Section 206: Municipal Service Agreements**

CVRPC may enter into municipal service agreements, [upon complying with the requirements set forth at 24 V.S.A. Section 4345b](#), to promote cooperative arrangements and coordinate, implement, and administer service agreements among municipalities, including arrangements and actions with respect to planning, community development, joint purchasing, inter-municipal services, infrastructure, and related activities. [Upon adoption of the bylaws as prescribed in 24 V.S.A. Section 4345b\(b\)](#), CVRPC ~~may~~ exercise any power, privilege, or authority, as defined within the municipal service agreement, capable of exercise by a municipality (subject to applicable state or federal law) as necessary or desirable for dealing with problems of local or regional concern.

#### **Section 207: Other Duties and Responsibilities**

CVRPC may perform other acts or functions as it may deem necessary or appropriate to fulfill the intent and purposes of the Act; to meet the obligations imposed by federal, state and local law or regulations; and other duties and responsibilities that the Board deems appropriate.

### **ARTICLE 3: MEMBERSHIP AND REPRESENTATION**

#### **Section 301: Member Municipalities**

*Note: Compare to Section 3.1 in current bylaws. No substantial changes.*

CVRPC serves the Central Vermont Region, consisting of the following municipalities in Washington and Orange Counties: 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. All municipalities within the Central Vermont Region are members of CVRPC.

#### **Section 302: Appointment of Commissioners and Alternates; [Terms](#)**

*Note: Compare to Section 3.2 in current bylaws. No substantial changes.*

- A. Representation on the CVRPC shall be by ~~c~~Commissioners. The legislative body of each member municipality may appoint one ~~c~~Commissioner ([a "Commissioner"](#)) and one ~~a~~Alternate ([an "Alternate"](#)) to the CVRPC Board of Commissioners ([the "Board"](#)). No Commissioner or Alternate may vote or otherwise formally serve until such appointment has been certified in writing by the appointing legislative body.



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- 1 B. Commissioners and Alternates shall serve for a term of one year (from July 1 to June 30)  
 2 or until a successor is appointed, and always at the pleasure of the appointing legislative  
 3 body, which may, by majority vote, revoke a Commissioner or Alternate's appointment  
 4 at any time pursuant to 24 V.S.A. Section 4343(a). Commissioners and Alternates may  
 5 be appointed to serve successive terms~~succeed themselves~~.  
 6 C. In the absence of the Commissioner at any meeting of the Board ~~of Commissioners~~, the  
 7 Alternate shall sit as the Commissioner and exercise all of the authority of the  
 8 Commissioner at that meeting.  
 9 D. Alternates shall not participate in place of Commissioners on committees or in any  
 10 office.  
 11 E. In the event of the death, resignation, disqualification or removal of a Commissioner or  
 12 Alternate, a successor shall be appointed promptly, as provided in subsection 302.A.

### 13 Section 303: Voting

14 *Note: Compare to Section 3.4 in current bylaws. Provision for vote by mail removed.*

- 15 A. Each Commissioner shall have one vote in all actions taken by the ~~CVRPC Board of~~  
 16 Commissioners.  
 17 B. Prior to any vote on any matter before the ~~CVRPC Board of Commissioners~~, a  
 18 Commissioner may request time and opportunity to consult with the Commissioner's  
 19 municipal legislative body before casting a vote on such matter. When so requested,  
 20 the vote shall be postponed, unless such postponement results in violation of the Act or  
 21 other Vermont law~~State statute requirements~~.

### 22 Section 304: Resignation

23 *Note: New section.*

24 Any resignation of a Commissioner or Alternate shall be submitted to CVRPC in writing.

### 25 Section 305: Attendance

26 *Note: New section.*

27 If a Commissioner ~~is has an unexplained absence~~ is without good reason for three sequential  
 28 Board meetings ~~in a row~~, the Chair shall contact that Commissioner ~~will be contacted by the~~  
 29 Chair to determine whether the Commissioner has a continued interest in serving and  
 30 availability to serve on the Board.

## 31 ARTICLE 4: ORGANIZATION

### 32 Section 401: Board of Commissioners

33 *Note: New section.*

34 The Board (as defined above) ~~of Commissioners, hereinafter called the Board~~, shall consist of  
 35 the Commissioners and, as necessary, the Alternates. It shall be the duty of each Commissioner

Commented [SH1]: Are Commissioner terms on the same schedule as Officers and Exec Committee terms (ie Fiscal Year)?

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to regularly report on the activities of CVRPC to the legislative body and the local planning commission of the municipality of the Commissioner's appointment.

### Section 402: Officers

*Note: Compare to Section 6.1 in current bylaws. Language combines Secretary and Treasurer into one position. Parliamentary advice is moved from Secretary to Vice Chair. See also the Duties of Officers policy, adopted 2/13/96.*

- A. CVRPC's officers shall consist of a ~~c~~Chair (the "Chair"), ~~v~~Vice ~~c~~Chair (the "Vice Chair"), and ~~s~~Secretary/~~t~~Treasurer (the "Secretary/Treasurer"), ~~each~~all of whom shall be duly appointed Commissioners of member municipalities.
- B. Duties of officers shall be as follows:
  1. The Chair shall call meetings of the Board and the Executive Committee and shall preside at these meetings. The Chair shall prepare and cause to be distributed to members, an agenda for all Board and Executive Committee meetings. The Chair shall perform such other duties as are normal or customary to the office, or which may be assigned by the Board. The Chair shall cast a vote on all issues voted on at a Board or Executive Committee meeting, unless the Chair wishes to abstain.
  2. 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 Board. The Vice Chair may also advise the Chair on parliamentary issues. The Vice Chair shall act as Secretary/Treasurer in the absence or incapacity of the Secretary/Treasurer.
  3. The Secretary/Treasurer ~~is shall be~~ CVRPC's recording officer and the custodian of its records, except as those duties are delegated to CVRPC staff. The Secretary/Treasurer shall perform all duties customary to that office, including overseeing all CVRPC financial records and overseeing minutes of Board meetings and such Committee meetings as the Chair may designate.
- C. Additional officer duties may be assigned by a policy adopted by the Board.

### Section 403: Standing Committees

*Note: New section.*

- A. General
  1. Standing ~~c~~Committees (the "Standing Committees") have a long-term role in CVRPC's operations and core programs.
  2. Each Standing Committee shall have ~~r~~Rules of ~~p~~Procedure approved by the Board (the "Rules of Procedure"). The Rules of Procedure shall specify the committee's purpose, general activities, role, membership, voting procedures, officers, elections, attendance and quorums, communication and coordination, conflict of interest policy, and adoption of organizational procedures.

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3. Standing Committees may establish ~~s~~Subcommittees and ~~w~~Workgroups as needed to accomplish committee business.
4. Unless otherwise specified in the Rules of Procedure, all Standing Committee members are eligible to vote on committee business.
5. All Standing Committees shall maintain meeting minutes. Standing Committees shall report to the Board as it directs.

B. Executive Committee

*Note: Compare to section 6.7 of current bylaws. Expanded to better reflect actual responsibilities of the Executive Committee. See also Duties of Executive Committee Policy, adopted 2/13/96 and Executive Committee Rules of Procedure, adopted 7/2/18.*

1. The ~~e~~Executive ~~c~~Committee shall consist of seven Commissioners (in accordance with 24 V.S.A. Section 4343(b)), including the three (3) officers and four (4) at-large members, who shall be elected at the Annual Meeting (the “Executive Committee”). Duly-appointed Commissioners are eligible for Executive Committee membership. The officers of the Board shall be the officers of the Executive Committee.
2. The purpose and duties of the Executive Committee shall be to:
  - a. Oversee and approve an annual work plan and budget for CVRPC, including budget adjustments.
  - b. Set municipal dues.
  - b. Oversee and approve an organizational plan for CVRPC.
  - c. Authorize and accept grants, agreements and contracts with outside organizations and agencies.
  - d. Review and accept the annual audit.
  - e. Approve the addition and elimination of staff positions as recommended by the ~~e~~Executive ~~d~~Director. Adopt job descriptions and wage ranges for staff positions.
  - f. Adopt and oversee personnel, financial, procurement, operational and administrative policies and procedures.
  - e. Monitor emerging issues affecting CVRPC.
  - f. Approve agendas for Board ~~of Commissioner~~ meetings.
  - g. Recommend to the Board or, if timing requires, take appropriate action on policy issues, including legislative issues, state or federal plans and policy, regional planning commission allocation formulas or other issues affecting the ~~c~~Central Vermont region and its municipalities.

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- h. Act on behalf of the Board in the absence of a quorum of the Board when time precludes the delay of decision or action until the next regular meeting of the Board.
- i. Carry out other actions [in accordance with 24 V.S.A. Section 4343\(b\)](#) or as directed by a policy adopted by the Board.

C. Nominating Committee

**Note: Compare to Section 6.3 in current bylaws. This language increases the role of Nominating Committee. See also Nominating Committee Guidelines adopted 3/9/99. Rules of Procedure still need to be developed.**

- 1. The ~~n~~A~~c~~ Nominating ~~c~~Committee shall consist of three (3) Commissioners or Alternate Commissioners [\(the "Nominating Committee"\)](#). The Executive Committee shall nominate candidates for the Nominating Committee, taking demonstrated commitment to CVRPC into account. Nominees shall be submitted at the January Board meeting, and additional nominations may be made from the floor. The Board shall elect the Nominating Committee annually at its January meeting.
- 2. The purpose and duties of the Nominating Committee shall be to:
  - a. Identify and recommend to the Board a slate of candidates for the positions of Chair, Vice Chair, Secretary/Treasurer and at-large members of the Executive Committee.
  - b. Identify and recommend to the Board candidates for Standing and Special Committees and CVRPC representatives appointed to other organizations.

D. Regional Plan Committee

**Note: Rules of Procedure still need to be completed.**

- 1. The ~~r~~Regional ~~p~~Plan ~~c~~Committee shall consist of five (5) Commissioners or Alternate Commissioners who shall be elected at the Board's Annual Meeting [\(the "Regional Plan Committee"\)](#).
- 2. The purpose and duties of the Regional Plan Committee shall be to:
  - a. Oversee development and maintenance of the Regional Plan, pursuant to [24 V.S.A. Section 4347 and the requirements and allowances in 24 V.S.A. Section ~~to~~ 4348\(b\)](#), and make recommendations for approval by the Board.
  - b. Oversee other tasks related to the Regional Plan, as assigned by the Board [or required or permitted by the Act](#).

~~EF~~. Project Review Committee

**Note: Compare to Project Review Committee Rules of Procedure adopted 9/12/17.**

**Commented [BW2]:** How does this language work when another organization appoints a CVRPC representative to its Board? Example: CVEDC specifies the CVRPC Executive Director as an ex-officio, non-voting member of its Board.

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1. The ~~p~~Project ~~r~~Review ~~c~~Committee (the “Project Review Committee”) shall consist of five (5) members plus one (1) ~~c~~Committee ~~a~~Alternate, each of whom may be a Commissioner or an Alternate ~~Commissioner~~. Committee members and the committee alternate shall be elected at the Board’s Annual Meeting. Members and the ~~Alternate-committee alternate~~ shall have staggered three-year terms.
2. The Project Review Committee shall offer advice, input, and opinions on proposed Act 250 and Section 248 projects, compatible with the plans, policies, positions or resolutions adopted by the Board of Commissioners. Project Review Committee advice, input, and opinions may be reviewed, confirmed or reversed by the CVRPC Board at the Board’s discretion.
3. The purpose and duties of the Project Review Committee shall be to:
  - a. Evaluate Act 250 and Section 248 development projects relative to conformance with the Regional Plan.
  - b. Provide input and recommendations to the State, on behalf of the Board, regarding Act 250 and Section 248 projects.
  - c. Provide guidance to the staff and the Regional Plan Committee on amendments or changes to the Substantial Regional Impact criteria.
  - d. Provide the Board copies of all written decisions and recommendations regarding Act 250 and Section 248 projects.

**Commented [BW3]:** Should this word be “shall”? Should members of this committee be required to be Commissioners or Alternate Commissioners? The Committee applies policies of the Regional Plan to projects and interprets provisions of the Regional Plan.

F. ~~Town-Municipal~~ Plan Review Committee

**Note: Rules of Procedure still need to be completed. Includes review of municipal plans and municipal enhanced energy plans.**

1. The ~~t~~Town ~~municipal~~ ~~p~~Plan ~~r~~Review ~~c~~Committee shall consist of five (5) members who shall be elected at the Board’s Annual Meeting (the “Municipal ~~Town-Plan~~ Review Committee”). At least two (2) members shall be Commissioners and no more than (3) members shall be Alternate ~~Commissioners~~.
2. The purpose and duties of the ~~Municipal-Town~~ Plan Review Committee shall be to:
  - a. Review municipal plans for conformance to statutory requirements, in accordance with 24 V.S.A. Section 4350(b), and make recommendations for approval to the Board.
  - b. Review municipal enhanced energy plans for determination of energy compliance, in accordance with 24 V.S.A. Section 4352(b).
  - c. Review municipal planning processes, in accordance with 24 V.S.A. Section 4350(a), and make recommendations for confirmation to the Board.

**Commented [BW4]:** Recommend adding this clarification since the attorneys interpreted the existing language to mean non-Commissioners could participate on the Committee.

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d. Review the compatibility of municipal plans at least every eight years and make recommendations as necessary to municipalities and the Board, in accordance with 24 V.S.A. Section 4345a(9).

e. Prior to entering into any municipal service agreements, comply with the requirements set forth at 24 V.S.A. Section 4345b, which include but are not limited to (i) drafting bylaws related to the process of entering into, withdrawing from, and terminating municipal service agreements, (ii) holding public hearings regarding the drafted bylaws; (iii) submitting the drafted bylaws to the Board for a vote, with the drafted bylaws being approved only by an affirmative vote of at least 67 percent of the Board; and (iv) including in the municipal service agreement a description of the services and the amount of funds payable by each municipality.

f. Provide guidance to municipalities about future plan updates and ways to strengthen planning efforts.

G. Transportation Advisory Committee

**Note: Compare to Transportation Advisory Committee Rules of Procedure adopted 10/11/17.**

1. The ~~t~~ransportation ~~a~~dvisory ~~c~~ommittee shall consist of municipal representatives and representatives from transportation-related groups (the "Transportation Advisory Committee"). Each of the member municipalities in the ~~c~~entral Vermont region is eligible to appoint one voting member and one alternate representative to the Transportation Advisory Committee. Municipal participation is discretionary and determined by appointment by the municipality's legislative body. Upon the approval of 51% of the Transportation Advisory Committee, other transportation-related groups will be invited to appoint one voting member and one alternate representative to the Transportation Advisory Committee. The committee membership term is one year, ~~appointed in March~~.
2. The Transportation Advisory Committee shall be advisory to the Board. The Transportation Advisory Committee will offer advice, input, and opinions to the Vermont Agency of Transportation and other organizations and individuals as appropriate, provided that they are compatible with plans, policies, positions or resolutions adopted by the Board. Transportation Advisory Committee advice, input, and opinions may be reviewed, confirmed or reversed by the ~~CVRPC~~ Board at the Board's discretion. New or amended plans, policies, positions or resolutions by the Transportation Advisory Committee shall be approved by the ~~CVRPC~~ Board.
3. The purpose and duties of the Transportation Advisory Committee shall be to:
  - a. Oversee the CVRPC transportation planning program in accordance with CVRPC plans, policies and procedures. This includes assisting with the development of CVRPC's annual transportation work program and budget.

**Commented [BW5]:** Does the Board want to add this duty to the Municipal Plan Review Committee? Is drafting bylaw updates more appropriate for the Executive Committee?

Do the specific requirements of 24 VSA § 4345b need to be defined in the bylaws? If those requirements were to change, the bylaws would need to be amended.

Should this language be developed and added to the bylaws now to implement 24 VSA § 4345b's requirements? This would facilitate this process should CVRPC be requested to enter a municipal service agreement?

**Commented [BW6]:** Similar to Commissioners, municipalities can appoint a new TAC representative at any time by notifying CVRPC in writing. CVRPC requests confirmation of the appointment annually in March.

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- b. Develop and update a regional transportation element as part of the Regional Plan.
- c. Provide recommendations on funding and prioritization for the Agency of Transportation's Capital Budget and State Transportation Improvement Program.
- d. Act as a liaison between local communities and the Vermont Agency of Transportation.
- e. Provide local and regional input regarding transportation issues important to the region.

#### Section 405: Special Committees

*Note: Compare to section 6.8 in current bylaws. Language expanded to address formation, membership, role, rules of procedure, minutes, etc.*

- A. The Board may create ~~s~~Special ~~c~~Committees ("[Special Committees](#)") as needed to address specific tasks or ~~to oversee or advise CVRPC projects or programs.~~
- B. Special Committees may include Commissioners, Alternates, topic experts, interest group representatives, or other public representatives as appropriate to accomplish the purpose of the Special Committee. The Board shall appoint Commissioners or Alternates to serve as members of Special Committees. Special Committee members who are not Commissioners or Alternates shall be appointed as specified in the [Special](#) ~~C~~committee's Rules of Procedure.
- C. Special Committees shall be advisory to the Board. Special Committees may offer advice, input, and opinions to agencies, other organizations and individuals as appropriate, provided that they are compatible with plans, policies, positions or resolutions adopted by the Board.
- D. Each Special Committee shall have Rules of Procedure approved by the Board. The Rules of Procedure shall specify the committee's purpose, general activities, role, membership, voting procedures, officers, elections, attendance and quorums, communication and coordination, conflict of interest policy, and adoption of organizational procedures.
- D. Special Committees may establish Subcommittees and Workgroups as needed to accomplish committee business.
- E. Unless otherwise specified in the Rules of Procedure, all committee members are eligible to vote on committee business.
- F. Special Committees shall maintain meeting minutes and report to the Board as it directs.

#### Section 406: Appointed Representatives

**Commented [BW7]:** Does this language need to be adjusted so that project-based committees, such as the High Meadows Resilience project or a stormwater master plan project, does not require Board appointment and Rules of Procedure to operate? Does 405(c) address this question by noting that Special Committees are advisory to the Board. Project-based committees generally advise staff.

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*Note: Compare to Section 6.2 in current bylaws. Language modified to more generally apply to appointments. Examples might be Council of Regional Commissions, VAPDA, GMTA, VEPC, Mad River Planning District.*

The Board may appoint Commissioners, Alternates, or [CVRPC](#) staff to represent CVRPC on state councils or the governing bodies of other organizations. Appointments shall be made at the Annual Meeting, or when representation is requested.

## ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS

### Section 501: Nominations

*Note: See Section 6.3 in current bylaws. Expanded language on process.*

- A. The Nominating Committee will be appointed in accordance with Section 403.C.
- B. The Nominating Committee shall seek to balance the interests of CVRPC in order to have the Executive Committee and Standing Committees be as reflective of the Board as possible.
- C. The Nominating Committee shall follow its adopted Rules of Procedure and the adopted Nominating Committee Guidelines.
- D. The Nominating Committee shall present an initial slate of Officers and at-large Executive Committee members at the Board's April [regular](#) meeting, with a final slate of candidates at the May [regular](#) meeting. Additional candidates may be nominated from the floor at the May meeting, at which time nominations will be closed.
- E. The Nominating Committee shall present a slate of other Standing and Special Committee members and other appointed representatives at the Board's May [regular](#) meeting. Additional candidates may be nominated from the floor at the May [regular](#) meeting, at which time nominations will be closed.

### Section 502: Elections

*Note: See Section 6.3 in current bylaws. Slightly expanded language.*

A ballot, containing the final slate of Officers, Executive Committee, and other committee candidates, shall be sent not more than five (5) days after the May meeting to all members of the Board. The Secretary/[Treasurer](#) shall oversee vote counting and shall announce the results at the Annual Meeting. The candidates receiving the most votes shall be elected. In the event of a tie, the Board shall vote [to break the tie](#) at the Annual Meeting.



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# **Section 503: Terms of Office**

**Note: See Section 6.4 of current bylaws. Changes terms to coincide with fiscal year.**

- A. The terms of office for Officers and the Executive Committee are one year, from July 1 to June 30.
- B. The terms of office for other ~~C~~Committees and appointments shall be from July 1 (or the date of appointment) to June 30, unless otherwise specified in the Committee Rules of Procedure.
- C. [For the terms of office for Commissioners and Alternates, see Section 302B of these Bylaws.](#)

# **Section 504: Vacancies**

**Note: See Section 6.4 in current bylaws. No substantial changes.**

- A. In the event that any Officer or Executive Committee position is vacated, such vacancy shall be filled at the next regular Board meeting. Members so elected shall hold office only for the balance of the current year or until their successors are elected and installed.
- B. Committee Rules of Procedure shall address vacancies on other committees.

# **Section 505: Removal from Office**

**Note: See Section 6.4 in current bylaws. Clarifies that “cause” is violation of Code of Conduct and Conflict of Interest Policy.**

- A. Any Officer or member of any committee may be removed from a committee for violations of CVRPC’s adopted Code of Conduct and Conflict of Interest Policy. Removal requires a 60% vote of all members of the Board. Any action for removal must be warned one month in advance of the Board meeting at which such a vote will be taken.
- B. Commissioners and Alternates ~~may~~ only be removed from the Board through action by their municipal governing body, [which may, by majority vote, revoke a Commissioner or Alternate’s appointment at any time pursuant to 24 V.S.A. Section 4343\(a\).](#)

## **ARTICLE 6: MEETINGS**

### **Section 601: Regular Board of Commissioners Meetings**

**Note: See Section 4.1 in current bylaws. No substantial changes.**

Regular meetings of the Board shall be held on the second Tuesday of the month, or as otherwise determined by either the Executive Committee or the Board. The time and place of the [regular](#) meetings shall serve the convenience of the greatest number of Commissioners, as determined by the Board.

### **Section 602: Annual Meeting**

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*Note: See Section 4.1 in current bylaws. Annual meeting moved from May to June to have new positions start with fiscal year and enable newly-appointed Commissioners and Alternates a chance to participate on committees their first year.*

The ~~a~~Annual ~~m~~Meeting shall be the ~~monthly~~yearly meeting that occurs in June ~~(the “Annual Meeting”)~~.

#### **Section 603: ~~Additional~~Special Board of Commissioners Meetings**

*Note: See Section 4.2 in current bylaws. No substantial changes.*

~~Additional~~Special meetings may be called by the Chair, the Executive Committee, or by a majority vote of the Board.

#### **Section 604: Committee Meetings**

*Note: New section.*

Committees shall meet at a day and time determined by the Committee.

#### **Section 605: Notice of Meetings**

*Note: See Section 4.3 in current bylaws. Slightly expanded discussion. Added waiver provision at D.*

- A. Notice of regular meetings of the Board shall be distributed by mail or email to Commissioners and Alternates not less than five (5) days prior to such meetings. Notice shall also be sent to other parties requesting notice.
- B. Notice of regular meetings of committees shall be distributed by mail or email to committee members not less than five (5) days prior to such meetings. Notice of committee meetings shall also be made to Commissioners and Alternates.
- C. Notice of ~~s~~Special, ~~or e~~Emergency meetings shall be in accordance with the Vermont Open Meeting Law (1 V.S.A. Sections 310-314).

D. Whenever any notice is required to be given under law or under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notices and filed with the minutes of the meeting or otherwise with CVRPC’s records, whether before or after the date stated in the notice, shall be deemed the equivalent of the giving of such notice. The attendance of a Commissioner, Alternate, or committee member at a meeting or their participation in a meeting shall constitute a waiver of notice of such meeting unless the Commissioner, Alternate, or committee member upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with Vermont statute or these Bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

#### **Section 606: Quorum**

*Note: See Section 3.4 in current bylaws. Language changed from majority of Commissioners to majority of seats in order to comply with statute.*

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A. A majority of Commission seats shall comprise a quorum for Board meetings and transacting business. In the event of a tie vote on any matter before the Board, including the vote of the Chair, such motion, resolution or action shall be considered ~~as~~ defeated.

B. A majority of voting committee seats shall comprise a quorum for committee meetings. In the event of a tie vote on any matter before the committee, including the vote of the ~~C~~Chair, such motion, resolution, or action shall be considered ~~as~~ defeated.

#### **Section 607: Open Meeting Law**

*Note: New section.*

All meetings of the Board and committees established by the Board are subject to the Vermont Open Meeting Law ([codified at 1 V.S.A. Sections 310-314](#)).

#### **Article 608: Parliamentary Authority**

*Note: See Section 4.5 in current bylaws. No substantial changes.*

Roberts Rules of Order ([the most current edition then in effect](#)) ~~Revised~~ shall generally govern the proceedings of the Board and all CVRPC committees, unless otherwise specifically covered within these Bylaws or by any other special rules the Board may adopt.

#### **Section 609: Minutes and Open Records Law**

*Note: See Section 4.4 in current bylaws. Language slightly expanded.*

Minutes of all meetings of the Board and all committees established by the Board shall be kept and copies shall be available to all Commissioners, member towns, and the general public in accordance with the [Vermont Public Records Act \(codified at 1. V.S.A. Sections 315-320\)](#) [Vermont Open Meeting Law \(1 V.S.A. Sections 310-314\)](#).

### **ARTICLE 7: STAFF**

*Note: See Section 6.6 in the current bylaws. Minor changes to address work plan.*

A. CVRPC staff shall consist of an ~~e~~Executive ~~d~~Director ([the "Executive Director"](#)) and any other administrative or technical staff as approved by the Executive Committee.

B. The Executive Director and staff shall implement the work plan approved by the Executive Committee and undertake other duties as the Board or Executive Committee assign.

C. All personnel matters shall be managed in accordance with the adopted Personnel Policies. Job descriptions for all staff shall be kept on file.

D. No person seeking employment or having business with CVRPC shall be discriminated against for reasons of race, color, national origin, ancestry, place of birth, religion, gender identity, sexual orientation, pregnancy, age, marital status, military/veteran status, genetic information, physical or mental disability, HIV status or any other characteristic protected by state or federal law.

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## ARTICLE 8: FUNDING

### Section 801: Fiscal and Operational Year

*Note: See Article V in current bylaws. No substantial changes.*

CVRPC's fiscal and operational year shall be from July 1 to June 30 (the "Fiscal Year").

### Section 802: Membership Assessment

*Note: See Article VIII in current bylaws. Changes dues establishment from Board to Executive Committee, as has been previously delegated. Modifies policy on services to municipalities not paying dues.*

A. CVRPC shall annually establish dues in accordance with a schedule and rate established by the Executive Committee. CVRPC shall notify in writing all municipalities within the region on or before November 15<sup>th</sup> of the sums it deems necessary to be received from said municipalities for the ensuing Ffiscal Yyear.

B. CVRPC shall prioritize services to dues paying municipalities.

### Section 803: Grants, Contracts and Contributions

*Note: See Article VIIIc in current bylaws. Slightly expanded language.*

CVRPC may receive and expend monies from any source, public or private, without limitation, including funds made available from individuals, municipalities, the State of Vermont, the federal government, private foundations, corporate partners, or trusts.

### Section 804: Borrowing Authority

*Note: See Article VIIIId in current bylaws. No substantial changes. This language is not grammatically correct, but is taken verbatim from statute.*

CVRPC 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, if approved by a two-thirds vote of the Commissioners or Alternates present and voting at a Board meeting to approve such action. Any obligation by CVRPC incurred under this Section 804 shall comply with the requirements set forth at 24 V.S.A. Section 4345(16)(B)(i)-(ii).

### Section 805: Signatory

*Note: See Article VII in current bylaws. Language is expanded to more clearly define signatory roles.*

A. The Executive Committee is responsible for approving contracts and agreements, and shall authorize an Officer or the Executive Director to sign approved contracts, instruments, and agreements on behalf of CVRPC.

B. The Chair, Secretary/Treasurer and Executive Director are authorized to sign checks, notes, drafts and orders related to an approved work plan, contract, or agreement. All other payments must be approved and authorized by the Executive Committee.

## ARTICLE 9: SUPPLEMENTARY PROVISIONS

**Commented [SH8]:** This preferential treatment would appear to be problematic. We should discuss. Bylaws are usually limited to rules of procedure/decision making processes, not specific punitive actions. Has there been a problem with municipalities failing to pay dues? Happy to discuss this further but we would advise deleting.

**Commented [BW9]:** CVRPC can address this through a service policy. If this is the Board's preference, the GIS Services Policy should be modified to a Service Policy.

**Commented [BW10]:** Should this include "budget" to clarify that the Executive Director, et al. can sign checks related to budgeted administrative expenses without Exec Com approval, or does the annual work plan suffice for this purpose?

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**Section 901: Conflict of Interest**

*Note: See Section 3.5 in current bylaws. No substantial changes.*

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

**Section 902: Work Plan and Budget**

*Note: New section. Adapted from SWCRPC VI.9*

The Executive Director shall prepare an annual written work plan and budget that shall be presented to the Executive Committee for approval. The approved work plan and budget shall be presented to the Board at the July meeting or as soon as possible thereafter.

**Section 903: Annual Report**

*Note: New section. Adapted from TRORC 7.9*

The Executive Director shall prepare a written annual report to the [towns-municipalities represented by Commissioners](#) in December of each [Fiscal Year](#).

**Section 904: Audit**

*Note: New section. Adapted from SWCRPC VI.9*

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

**Section 905: Dissolution**

*Note: See Article IX in current bylaws. No substantial changes.*

CVRPC shall be dissolved or terminated:

- A. Upon the affirmative [and unanimous](#) vote of ~~all of~~ the Board at an annual meeting, provided notice of the proposal of dissolution shall have been given in writing to each Commissioner and Alternate at least thirty days prior to such meeting; [or](#)
- B. When the number of participating municipalities represented by Commissioners shall be less than five.

**Section 906: Amendments to Bylaws**

*Note: See Article X in the current bylaws. No substantial changes.*

- A. A proposed amendment shall be placed on the agenda for any regularly scheduled meeting of the Board by vote of the Board or by vote of the Executive Committee.
- B. The proposed amendment shall be discussed at the next regularly scheduled meeting of the Board and may be amended at that meeting. The proposed amendment shall proceed only upon [an affirmative](#) vote of the Board [to propose such amendment to the Board in accordance with subsection 906C below](#).

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

#### **Section 907: Severability**

*Note: New section. Adapted from ACRPC 1403*

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

#### **Section 908: Electronic Records and Signatures**

*Note: New section.*

To the maximum extent permissible by law, these Bylaws shall be construed so that electronic documents or records shall be the legal equivalent of written instruments and authenticated documents or records shall be the legal equivalent of signed or executed written instruments.

#### **Central Vermont Regional Planning Commission Bylaws History**

*Note: Compare to Certificate at end of current bylaws. Language edited to retain only adoption and amendment dates.*

Bylaws first adopted April 27, 1967.

Amended May 27, 1980.

Amended January 10, 1989.

Amended May 10, 1994.

Amended November 11, 1997.

Amended May 8, 2001.

Amended April 13, 2010.

Amended April 11, 2017.

Amended [MONTH July ##, 2019](#).