



## **BYLAWS UPDATE WORKGROUP**

**Monday, August 5, 2019**

**2:00 pm**

CVRPC Office, 29 Main Street, Suite 4, Montpelier

### **AGENDA**

2:00<sup>1</sup> **Adjustments to the Agenda**

**Public Comment**

2:05 **Minutes** (Page 2)

2:10 **Language Revisions** (enclosed – Page 6)

Review, prepare and approve revised language as provided by counsel

3:25 **Next Steps – Next Meeting**

3:30 **Adjourn**

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

**Bylaws Work Group  
DRAFT Meeting Minutes  
July 15, 2019**

Attendance: Steve Lotspeich, Julie Potter, Bonnie Waninger, Nancy Chartrand, Attorneys Sara Huddleston and Brian Murphy (all via conference call)

Chair Julie Potter called the meeting to order at 9:37 am. Quorum present.

**Adjustments to the Agenda**

None.

**Public Comment**

None.

**Attorney Review**

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

Brian stated bylaws in good shape and that the Work Group did a great job on them. There are a few questions from both parties (attorneys / work group) that we will address.

**Why do established titles and names need to be defined as “terms”?** This is standard legal procedure to ensure all terms are defined. Job descriptions evolve from the bylaws being the base constitutional document of the organization.

**Why would waiver provision under section 605, notice of meetings, be needed?**

Brian advised that in order for a board to take action they need to do 4 things.

- a. Meeting needs to be properly called – needs to be a procedure about who calls meeting
- b. Meeting needs to get noticed –consistent with the bylaws and in compliance with open meeting law
- c. Need to have a quorum
- d. Need to have requisite number of votes (majority of quorum or bylaws can dictate differently)

Significant discussion ensued as to why a waiver may be appropriate and Open Meeting Law requirements as they pertain to CVRPC’s Board and Committee meetings.

It was noted that publishing our Annual Resolution stating regular meeting schedules meets the Open Meeting Law requirements, and that regularly scheduled meetings of the Board or Committees do not need to be re-noticed if included in the resolution.

It was concurred that the bylaws should simply state that Notice of Regular, Special or Emergency meetings to the Public and the Board shall be in accordance with the Vermont Open Meeting Law (1 V.S.A. Sections 310-314).

Sections A & B are regarding distribution of materials and should be outside the bylaws, in an Administrative Procedures Manual.

**Indemnification. As a subdivision of state government, are we required to indemnify non-employee participants?**

Significant discussion ensued regarding the insurance and indemnification issue. It was noted that Commissioners are volunteers appointed by towns, not paid for service. Therefore, unless there was a special provision by the Town they would not be covered by the town. Committee members are a mix of appointees and members of other organizations or residents of the community.

Brian noted that an overwhelming majority of suits against a Board of Directors are for employment related matters. If there is not insurance for that, it is expected that the organization would pay for Director's defense.

Whether or not CVRPC's policy currently includes coverage for Directors and Officers and/or Public Officials is currently being confirmed with our Insurance Company. Bonnie noted that RPC's usually have this type of insurance.

Steve indicated he believes it is important that there is insurance in place for all Commissioners. In addition, there is the issue of indemnification, and whether the Bylaws should state that Commission members are indemnified and protected in addition to the insurance. Indemnification is separate from insurance to cover any lapse between what policy covers and the claim, if the member was acting in the best interest of the organization.

Brian indicated indemnification language is typically in bylaws or charter. He noted that an organization can agree to indemnify Directors outside of bylaws in an indemnification agreement, but that is not usual.

It was noted that a standard policy may cover these matters, but broker can review and advise if it does and/or if additional riders are necessary.

Brian also suggested a bylaw provision could state the organization will carry D/O insurance and Directors will be provided with an annual certificate. Many organizations don't have the insurance they just have the indemnification. Steve suggested we use the language recommended by the attorneys for the indemnification provision and that we address insurance in an Administrative Procedures Manual.

Brian provided the following language for consideration: The organization may indemnify an individual who is a party to a proceeding because he or she is or was a director if they:

- Acted in good faith
- Reasonably believed the conduct was in the best interests of the organization
- Conduct was not opposed to the best interest of the organization
- Had no reason to believe conduct was unlawful

He also noted that an organization can refuse to indemnify if they believe that a Director did not act in good faith.

Julie requested two additional pieces of information for the Work Group to move forward at their next meeting.

- Status of insurance; which Nancy will obtain.
- Citations of the language that Brian just recited.

She noted that insurance clarification is the most informative step. Insurance analysis will greatly inform whether we want to provide something beyond the policy with regard to indemnification.

Brian suggested municipal indemnification vs. non-profit indemnification language may be more appropriate. It was concurred that we could ask VLCT if they have stock language for indemnification, as well as discuss with one of their risk managers as to whether or not CVRPC needs an indemnification clause, and we could have VLCT review any language we draft.

#### **Section 302: Appointment of Commissioners and Alternates; Terms.**

Significant discussion ensued regarding whether or not to specify dates in the language; and whether or not it should state one year; or until a successor is appointed. The Committee will discuss this in more detail at a future meeting.

#### **Section 802: Membership Assessment.**

It was recommended that (B) Preferential treatment language should be removed and put in a Cost of Services Policy; which will need to be created.

**Section 403(F)(2)(e) Municipal** Services Agreement language discussed; and whether or not this should be a duty of the Municipal Plan Review Committee or the Executive Committee. The Committee will discuss this in more detail at a future meeting.

**Other:** Bonnie advised she noted another RPC put bonding for fiduciary positions with premiums paid by RPC in their bylaws. Is there any issue with including this type of language? Brian advised he did not believe language like this should be in bylaws, but rather in Administrative Procedures.



**Next Steps – Next Meeting**

Sara provided their TO DO List:

- Send sample indemnification language
- Rework notice of meeting section 605
- Flagging section 403(f)(2)(e) and section 302(B) for further committee discussion

Julie requested that we schedule another meeting for further discussion as outlined after the 29<sup>th</sup> of July. Nancy will suggest some available times after checking calendars.

**Adjourn**

Steve moved to adjourn at 11:18 am, seconded by Julie. Motion carried.

Respectfully submitted,

Nancy Chartrand  
Office Manager

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**SAMPLE INDEMNIFICATION INSERT TO CVRPC BYLAWS**

**Note to CVRPC Bylaws Workgroup:** We have not tailored this language specifically to CVRPC, since you had requested a sample and are currently looking into similar provisions elsewhere (as well as your current insurance coverage).

**Section 909: Indemnification*****Note: New section.***

- A. CVRPC shall indemnify any individual made a party to a proceeding because the individual is or was a director of CVRPC against liability incurred in the proceeding if the individual:
- (1) conducted himself or herself in good faith; and
  - (2) reasonably believed:
    - (A) in the case of conduct in his or her official capacity with CVRPC, that the director's conduct was in its best interests; and
    - (B) in all other cases, that his or her conduct was not in opposition to CVRPC's best interests; and
  - (3) in the case of any proceeding brought by a governmental entity, the director had no reasonable cause to believe his or her conduct was unlawful, and the director is not finally found to have engaged in a reckless or intentional criminal act.
- Furthermore:
- (i) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subsection (A)(2)(B) above.
  - (ii) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.
  - (iii) Indemnification permitted under this subsection (A) in connection with a proceeding by or in the right of CVRPC is limited to reasonable expenses incurred in connection with the proceeding.

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- B. CVRPC shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:
- (1) the director furnishes CVRPC a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in subsections (A)(1)-(3) above;
  - (2) the director furnishes CVRPC a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct; and
  - (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this section.

Furthermore:

- (i) The undertaking required by subsection (B)(2) above must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.
- (ii) Except as provided in this subsection (B), CVRPC may not indemnify a director under subsection (A) above prior to the final resolution of a proceeding, whether by judgment, order, settlement, conviction, plea, or otherwise, and unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct as set forth above at subsection (A).
- (iii) Determinations and authorizations of payments under this section shall be made as follows:
  - (1) by the Board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
  - (2) if a quorum cannot be obtained under subsection (B)(iii)(1) above, by majority vote of a committee duly designated by the Board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or
  - (3) by special legal counsel:
    - (A) selected by the Board of directors or its committee in the manner prescribed in subsections (B)(iii)(1) or (B)(iii)(2) above; or

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(B) if a quorum of the Board cannot be obtained under subsection (B)(iii)(1) above and a committee cannot be designated under subsection (B)(iii)(2) above, selected by majority vote of the full Board in which selections directors who are parties may participate.

(iv) the authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (B)(iii)(3) above to select counsel.

C. The right of indemnification and reimbursement provided by this Section 909 shall continue as to a person who has ceased to be a director and shall inure to the benefit of the heirs, executors and administrators of such person.

D. The right of indemnification provided by this Section 909 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, agreement, vote of disinterested directors, or otherwise, as to action in his or her official capacity, and shall continue as to a person who has ceased to be such director and shall inure to the benefit of the heirs, executors and administrators of such person.

E. The right of indemnification provided by this Section 909 shall be deemed to be a contract between this CVRPC and each director of CVRPC who serves in such capacity, as to action in his or her official capacity, at any time while this Section 909 and the relevant provisions of applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

F. The foregoing Sections 909(A)-(F) notwithstanding, CVRPC may not indemnify a director under this Section 909:

(i) in connection with a proceeding by or in the right of CVRPC in which the director was adjudged liable to CVRPC; or

(ii) in connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in his or her official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

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## CENTRAL VERMONT REGIONAL PLANNING COMMISSION BYLAWS

*Annotated Version – notes will be removed upon adoption*

Adopted by the Commissioners on [July ##, 2019](#)

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THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION  
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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.

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**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.

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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, 4345(a), [4348](#), and 4350.

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**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**

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



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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.

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#### 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 commissioners. The legislative body of each member municipality may appoint one commissioner (a "Commissioner") and one 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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B. Commissioners and Alternates shall serve for a term of one year (from July 1 to June 30) or until a successor is appointed, and always at the pleasure of the appointing legislative body, which may, by majority vote, revoke a Commissioner or Alternate's appointment

Commented [SH1]: FLAG to CVRPC Bylaws Update Workgroup for further discussion

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at any time pursuant to 24 V.S.A. Section 4343(a). Commissioners and Alternates may be appointed to serve successive terms.

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C. In the absence of the Commissioner at any meeting of the Board, the Alternate shall sit as the Commissioner and exercise all of the authority of the Commissioner at that meeting.

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D. Alternates shall not participate in place of Commissioners on committees or in any office.

E. In the event of the death, resignation, disqualification or removal of a Commissioner or Alternate, a successor shall be appointed promptly, as provided in subsection 302A.

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### Section 303: Voting

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

A. Each Commissioner shall have one vote in all actions taken by the Board.

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B. Prior to any vote on any matter before the Board, a Commissioner may request time and opportunity to consult with the Commissioner's municipal legislative body before casting a vote on such matter. When so requested, the vote shall be postponed, unless such postponement results in violation of the Act or other Vermont law.

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### Section 304: Resignation

*Note: New section.*

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

### Section 305: Attendance

*Note: New section.*

If a Commissioner is absent without good reason for three sequential Board meetings, the Chair shall contact that Commissioner to determine whether the Commissioner has a continued interest in serving and availability to serve on the Board.

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## ARTICLE 4: ORGANIZATION

### Section 401: Board of Commissioners

*Note: New section.*

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

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### 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.*

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- 1 A. CVRPC's officers shall consist of a chair (the "Chair"), vice chair (the "Vice Chair"), and  
 2 secretary/treasurer (the "Secretary/Treasurer"), all of whom shall be duly appointed  
 3 Commissioners of member municipalities.
- 4 B. Duties of officers shall be as follows:
- 5 1. The Chair shall call meetings of the Board and the Executive Committee and shall  
 6 preside at these meetings. The Chair shall prepare and cause to be distributed  
 7 to members, an agenda for all Board and Executive Committee meetings. The  
 8 Chair shall perform such other duties as are normal or customary to the office, or  
 9 which may be assigned by the Board. The Chair shall cast a vote on all issues  
 10 voted on at a Board or Executive Committee meeting, unless the Chair wishes to  
 11 abstain.
- 12 2. The Vice Chair shall act as Chair in the absence or incapacity of the Chair and  
 13 shall perform such other duties as may be assigned by the Board. The Vice Chair  
 14 may also advise the Chair on parliamentary issues. The Vice Chair shall act as  
 15 Secretary/Treasurer in the absence or incapacity of the Secretary/Treasurer.
- 16 3. The Secretary/Treasurer shall be CVRPC's recording officer and the custodian of  
 17 its records, except as those duties are delegated to CVRPC staff. The  
 18 Secretary/Treasurer shall perform all duties customary to that office, including  
 19 overseeing all CVRPC financial records and overseeing minutes of Board  
 20 meetings and such Committee meetings as the Chair may designate.
- 21 C. Additional officer duties may be assigned by a policy adopted by the Board.

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#### 22 Section 403: Standing Committees

23 *Note: New section.*

##### 24 A. General

- 25 1. Standing committees (the "Standing Committees") have a long-term role in  
 26 CVRPC's operations and core programs.
- 27 2. Each Standing Committee shall have rules of procedure approved by the Board  
 28 (the "Rules of Procedure"). The Rules of Procedure shall specify the committee's  
 29 purpose, general activities, role, membership, voting procedures, officers,  
 30 elections, attendance and quorums, communication and coordination, conflict of  
 31 interest policy, and adoption of organizational procedures.
- 32 3. Standing Committees may establish subcommittees and workgroups as needed  
 33 to accomplish committee business.
- 34 4. Unless otherwise specified in the Rules of Procedure, all Standing Committee  
 35 members are eligible to vote on committee business.
- 36 5. All Standing Committees shall maintain meeting minutes. Standing Committees  
 37 shall report to the Board as it directs.

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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 executive 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 executive 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 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 central Vermont region and its municipalities.
  - 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.

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C. Nominating Committee

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**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 nominating 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.

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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 regional plan committee shall consist of five (5) Commissioners or Alternate Commissioners who shall be elected at the Board's Annual Meeting (the "Regional Plan Committee").

Commented [NC2]: 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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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 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.

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#### E. Project Review Committee

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

1. The project review committee (the "Project Review Committee") shall consist of five (5) members plus one (1) committee alternate, each of whom may be a Commissioner or an Alternate. Committee members and the committee alternate shall be elected at the Board's Annual Meeting. Members and the committee alternate shall have staggered three-year terms.

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Commented [NC3]: 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.

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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



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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.

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F. Municipal Plan Review Committee

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

1. The town plan review committee shall consist of five (5) members who shall be elected at the Board's Annual Meeting (the "Town Plan Review Committee"). At least two (2) members shall be Commissioners and no more than (3) members shall be Alternates Commissioners.

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2. The purpose and duties of the 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.

- 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.

Commented [NC4]: Recommend adding this clarification since the attorneys interpreted the existing language to mean non-Commissioners could participate on the Committee.

Commented [NC5]: 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 [SH6]: FLAG to CVRPC Bylaws Update Workgroup for further discussion re: placement in Bylaws, etc.

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- 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 transportation advisory committee shall consist of municipal representatives and representatives from transportation-related groups (the "Transportation Advisory Committee"). Each of the member municipalities in the central 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 Board at the Board's discretion. New or amended plans, policies, positions or resolutions by the Transportation Advisory Committee shall be approved by the 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.
  - 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.

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**Commented [NC7]:** 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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**Section 405: Special Committees**



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**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 special committees (“Special Committees”) as needed to address specific tasks or to oversee or advise CVRPC projects or programs.

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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 Committee’s Rules of Procedure.

**Commented [NC8]:** 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.

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.

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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

**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 403C.

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

14 **Section 502: Elections**

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

16 A ballot, containing the final slate of Officers, Executive Committee, and other committee  
17 candidates, shall be sent not more than five (5) days after the May meeting to all members of  
18 the Board. The Secretary/[Treasurer](#) shall oversee vote counting and shall announce the results  
19 at the Annual Meeting. The candidates receiving the most votes shall be elected. In the event  
20 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 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.

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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\(a\).](#)

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## 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 annual meeting shall be the yearly meeting that occurs in June (the “Annual Meeting”).

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1 **Section 603: Special Board of Commissioners Meetings**

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

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

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5 **Section 604: Regular Committee Meetings**

6 *Note: New section.*

7 Committees shall meet at a regular day, place, and time determined by each committee.

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8 **Section 605: Notice of Meetings**

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9 *Note: See Section 4.3 in current bylaws. Slightly expanded discussion.*

10 **Section 605A: Notice of Board and Committee Meetings to Directors of the Board,**  
11 **Commissioners, Alternates, and Committee Members**

Commented [SH9]: Dinse note: Sara and Brian revised Section 605 as of 7/18/19 for the Workgroup's further review, and also revised Section 604 re: committee meetings (added "regular" qualifier, etc.) in connection with the Section 605 revisions.

12 A. Regular Meetings of the Board. Regular meetings of the Board shall be determined in  
13 accordance with Section 601 of these Bylaws, and may be held without further notice to  
14 directors of the Board (i.e. Commissioners and Alternates) of the date, time, place, or  
15 purpose of such meetings. The foregoing notwithstanding, notice shall also be provided  
16 to other parties requesting notice.

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17 B. Regular Meetings of Committees of the Board. Regular meetings of committees of the  
18 Board shall be determined in accordance with Section 604 of these Bylaws, and may be  
19 held without further notice to committee members of the date, time, place, or purpose  
20 of such meetings. The foregoing notwithstanding, notice of Board committee meetings  
21 shall also be made to Commissioners and Alternates.

Deleted: distributed by mail or email to Commissioners and Alternates not less than five (5) days prior to such meetings.

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Commented [SH10]: Dinse 7/18/19 question to Workgroup: who does "other parties requesting notice" refer to?

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Deleted: distributed by mail or email to committee members not less than five (5) days prior to such meetings

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22 C. Special and Emergency Meetings of the Board and Committees of the Board. Notice of  
23 special and emergency meetings of either the Board or the committees of the Board  
24 shall be distributed not less than 24 hours prior to such meetings by mail or email to (i)  
25 Commissioners, Alternates, and other parties requesting notice (in the event of special  
26 and emergency meetings of the Board), and (ii) Commissioners, Alternates, other parties  
27 requesting notice, and committee members (in the event of special and emergency  
28 meetings of the committees of the Board).

29 **Section 605B: Notice of Meetings to the Public**

30 A. Notice, Generally: Regular, Special and Emergency Meetings Subject to Open Meeting  
31 Law. Notice of regular, special, and emergency meetings of the Board and the  
32 committees of the Board shall be given to the public in accordance with the Vermont  
33 Open Meeting Law at 1 V.S.A. Sections 310-314 (the "VOML").

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34 B. Notice: Regular Meetings; Public Hearings and Meetings. Pursuant to the VOML at 1  
35 V.S.A. Section 312(c)(1) (or, if amended, the corresponding section of the VOML), (i) the  
36 time and place of regular meetings of the Board are set forth at Section 601 of these  
37 Bylaws, and this information shall be available to any person upon request; and (ii) the  
38 time and place of all public hearings and meetings scheduled by the CVRPC shall be

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available to the public as required under 3 V.S.A. Section 2222(c) (or, if amended, the corresponding statute).

C. Notice: Special Meetings. For the avoidance of doubt and pursuant to the VOML at 1 V.S.A. Section 312(c)(2) (or, if amended, the corresponding section of the VOML), the time, place, and purpose of a special meeting shall be publicly announced at least 24 hours before such meeting, and not more than such longer time as designated by statute.

D. Notice: Emergency Meetings. For the avoidance of doubt and pursuant to the VOML at 1 V.S.A. Section 312(c)(3) (or, if amended, the corresponding section of the VOML), emergency meetings may be held without public announcement and without posting of notices, provided some public notice thereof is given as soon as possible before any such meeting.

E. Agendas: Regular and Special Meetings. For the avoidance of doubt, the agendas for any regular or special meeting shall be posted or disseminated in accordance with the VOML at 1 V.S.A. Section 312(d)(1) (or, if amended, the corresponding section of the VOML).

#### 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.*

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 defeated.

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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 chair, such motion, resolution, or action shall be considered defeated.

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#### 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) 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.

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

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



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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).

Deleted: 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 executive 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.*

- 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 Fiscal Year.

Deleted: Modifies policy on services to municipalities not paying dues.

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Commented [NC11]: 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.

Deleted: B. CVRPC shall prioritize services to dues paying municipalities

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# **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.

Commented [NC12]: 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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## **ARTICLE 9: SUPPLEMENTARY PROVISIONS**

### **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*

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The Executive Director shall prepare a written annual report to the municipalities represented  
by Commissioners in December of each Fiscal Year.

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#### 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 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

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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.

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 Commissioners. If a 60% affirmative vote is not attained, the proposed amendment fails.

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#### 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.*



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

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