



ARTICLES OF CONSITITUTION AND BYLAWS OF THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION

Annotated Version – notes will be removed upon adoption

Amended by the Commissioners on Month ##, 2019

**ARTICLES OF CONSTITUTION AND BYLAWS OF
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.

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, 4345(A), 4348, and 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

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 4345(B), 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 a municipal service agreement in accordance with Article 8 of these Bylaws, 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 and Terms of Commissioners and Alternates

Note: Compare to Section 3.2 in current bylaws. Defines terms to coincide with fiscal year. Edited to improve clarity.

- 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").
- B. Municipal legislative bodies shall certify the appointment of their Commissioner and Alternate in writing to CVRPC. Commissioners and Alternates begin serving immediately upon certification of appointment unless otherwise specified in the appointment.

Commissioners and Alternates may not vote or otherwise formally serve until such appointment has been certified.

C. Terms for Commissioners and Alternates are one year, from July 1 to June 30. Commissioners and Alternates may be appointed to serve successive terms.

D. Commissioners and Alternates who are appointed mid-term shall serve out the term ending June 30 and may continue serving for the subsequent term starting July 1 without recertification. Once a Commissioner or Alternate serves a complete term the appointment must be re-certified for the next term beginning on July 1.

E. A Commissioner or Alternate may continue serving until reappointed or until a successor is appointed.

F. Commissioners and Alternates serve at the pleasure of the appointing legislative body, which may revoke a Commissioner or Alternate's appointment at any time pursuant to 24 V.S.A. Section 4343(a).

G. 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.

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

I. 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.

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.

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.

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.

ARTICLE 4: ORGANIZATION

Section 401: Board of Commissioners

Note: New section.

The Board shall consist of the Commissioners and Alternates serving in the absence of a Commissioner. 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.

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 chair (the "Chair"), vice chair (the "Vice Chair"), and secretary/treasurer (the "Secretary/Treasurer"), each 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 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 committees (the "Standing Committees") have a long-term role in CVRPC's operations and core programs.

2. Each Standing Committee shall have rules of 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.
3. Standing Committees may establish subcommittees and 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 executive committee (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. 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.
 - c. Oversee and approve an organizational plan for CVRPC.
 - d. Authorize and accept grants, agreements and contracts with outside organizations and agencies.
 - e. Review and accept the annual audit.
 - f. Approve the addition and elimination of staff positions as recommended by the executive director. Adopt job descriptions and wage ranges for staff positions.
 - g. Adopt and oversee personnel, financial, procurement, operational and administrative policies and procedures.
 - h. Monitor emerging issues affecting CVRPC.
 - i. Approve agendas for Board meetings.

- j. 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.
- k. 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.
- l. 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 nominating committee (the “Nominating Committee”) shall consist of three (3) Commissioners or Alternate Commissioners. 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 by the Board to other organizations.

D. Regional Plan Committee

Note: Rules of Procedure are in development.

1. The regional plan committee shall consist of five (5) Commissioners or Alternate Commissioners (the “Regional Plan Committee”) who shall be elected at the Board’s Annual Meeting.
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.

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 shall be a Commissioner or an Alternate. Committee members and the committee alternate shall be elected at the Board’s Annual Meeting. Committee members and the 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.

F. Municipal Plan Review Committee

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

1. The municipal plan review committee (the “Municipal Plan Review Committee”) shall consist of five (5) members who shall be elected at the Board’s Annual Meeting. 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 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 all municipal plans at least every eight years and in accordance with 24 V.S.A. Section 4345a(9) and report its findings to the Board.

e. 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. Terms changed to be aligned with fiscal year.

1. The transportation advisory committee (the “Transportation Advisory Committee”) shall consist of municipal representatives and representatives from transportation-related groups. Each of the member municipalities in the Central Vermont Region is eligible to appoint one voting member and one alternate 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 to the Transportation Advisory Committee.

2. Municipal legislative bodies shall certify the appointment of the committee member and alternate in writing to CVRPC. Committee members and alternates begin serving immediately upon certification of appointment unless otherwise specified in the appointment.

3. Terms for committee members and alternates are one year, from July 1 to June 30. Committee members and alternates may be appointed to serve successive terms.

4. Committee members and alternates who are appointed midterm shall serve out the term ending June 30 and may continue serving for the subsequent term starting July 1 without recertification. Once a committee member or alternate serves a complete term the appointment must be re-certified for the next term beginning on July 1. Committee members and alternates may continue serving until reappointed or until a successor is appointed.

5. 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.

6. The purpose and duties of the Transportation Advisory Committee shall be to:

a. Oversee the CVRPC transportation planning program in accordance with

1 CVRPC plans, policies and procedures. This includes assisting with the
2 development of CVRPC’s annual transportation work program and
3 budget.

4 b. Develop and update a regional transportation element as part of the
5 Regional Plan.

6 c. Provide recommendations on funding and prioritization for the Agency of
7 Transportation’s Capital Budget and State Transportation Improvement
8 Program.

9 d. Act as a liaison between local communities and the Vermont Agency of
10 Transportation.

11 e. Provide local and regional input regarding transportation issues
12 important to the region.

13 **Section 404: Special Committees**

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

16 A. The Board may create special committees (“Special Committees”) as needed to address
17 specific tasks or to oversee or advise CVRPC projects or programs.

18 B. Special Committees may include Commissioners, Alternates, topic experts, interest
19 group representatives, or other public representatives as appropriate to accomplish the
20 purpose of the Special Committee. The Board shall appoint Commissioners or
21 Alternates to serve as members of Special Committees. Special Committee members
22 who are not Commissioners or Alternates shall be appointed as specified in the Special
23 Committee’s Rules of Procedure.

24 C. Special Committees shall be advisory to the Board. Special Committees may offer
25 advice, input, and opinions to agencies, other organizations and individuals as
26 appropriate, provided that they are compatible with plans, policies, positions or
27 resolutions adopted by the Board.

28 D. Each Special Committee shall have Rules of Procedure approved by the Board. The
29 Rules of Procedure shall specify the committee’s purpose, general activities, role,
30 membership, voting procedures, officers, elections, attendance and quorums,
31 communication and coordination, conflict of interest policy and adoption of
32 organizational procedures.

33 D. Special Committees may establish subcommittees and workgroups as needed to
34 accomplish committee business.

35 E. Unless otherwise specified in the Rules of Procedure, all committee members are
36 eligible to vote on committee business.

37 F. Special Committees shall maintain meeting minutes and report to the Board as it
38 directs.

Section 405: 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.

Section 406: 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.

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.
- 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 presented at the May regular meeting. Additional candidates may be nominated from the floor at the May regular meeting, at which time nominations will be closed, and those nominations added to the slate.
- 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, and those nominations added to the slate.

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 regular meeting to all Commissioners. 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.

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.
- C. For the terms of office for Commissioners and Alternates, see Section 302C 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, in accordance with Section 302F.

ARTICLE 6: MEETINGS

Section 601: 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).

Section 602: 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 603: Annual Meeting

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 regular meeting that occurs in June (the “Annual Meeting”).

Section 604: Special Board of Commissioners Meetings

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

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

Section 605: Committee Meetings

Note: New section.

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

Section 606: Notice of Meetings

Note: See Section 4.3 in current bylaws. Text edited to focus on compliance with OML. Specific distribution list removed.

A. Notice of Board meetings shall be provided in accordance with the Open Meeting Law. To the extent possible, CVRPC will provide five (5) days notice of meetings.

B. Notice of committee meetings shall be provided in accordance with the Open Meeting Law. To the extent possible, CVRPC will provide five (5) days notice of meetings. Notice and agendas for committee meetings shall be provided to Commissioners and Alternates.

Section 607: 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.

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.

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.

Section 609: Minutes and Public Records

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).

ARTICLE 7: FUNDING

Section 701: 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 702: Membership Assessment

Note: See Article VIII in current bylaws.

The Executive Committee shall annually recommend a schedule and rate for membership dues to the Board. The Board shall annually adopt membership dues. CVRPC shall notify in writing all municipalities within the region on or before November 15th of the sums it deems necessary to be received from said municipalities for the next CVRPC Fiscal Year.

Section 703: 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 704: Borrowing Authority

Note: See Article VIIIId in current bylaws. Slightly edited for clarity and to reference 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 Board. Any obligation by CVRPC incurred under this section shall comply with the requirements set forth at 24 V.S.A. Section 4345(16)(B)(i)-(ii).

Section 705: 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 budget, work plan, contract, or agreement. All other payments must be approved and authorized by the Executive Committee.

ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS

Note: New article. Specifies process for municipal service agreements, as required by statute. Adapted from NRPC.

Section 801: Participation

Participation by a municipality in a municipal service agreement with CVRPC shall be voluntary and only valid upon action by the Board and each of the legislative bodies of the municipalities who are proposed parties to the service agreement. The agreement may include other parties as may be relevant to a particular service.

Section 802: Content of Agreement

A. A municipal service agreement shall describe the services to be provided and the amount of funds payable by, and/or a formula for allocating costs to, each municipality that is a party to the service agreement. Service of personnel, use of equipment and office space, and other necessary services may be accepted from municipalities as part of their financial support and shall be clearly documented in the annual budget for the service approved by the parties to the agreement. A municipal service agreement shall include details regarding liability and enforcement.

B. To become effective, a municipal service agreement shall be executed by a duly authorized agent of CVRPC and of each of the legislative bodies of the municipalities who are proposed parties to the service agreement. The agreement may include other parties as may be relevant to a particular service.

C. When deemed appropriate by the participating municipalities and CVRPC, municipal service agreements may include a governance committee made up of representatives of the participating municipalities and CVRPC. If a governance committee is formed, the municipal service agreement shall include appropriate details regarding the responsibilities, voting rights and financial obligations of each member.

- 1 D. Any modification to a service agreement shall become effective only when approved by
2 all parties to the service agreement, including CVRPC’s Executive Committee and the
3 legislative bodies of all involved municipalities. Such modifications shall be in writing,
4 with a copy provided to all parties to the agreement.

5 **Section 803: Termination of Agreement**

- 6 A. All municipal service agreements shall contain a termination date unless some other
7 method of termination is expressly provided in the agreement. Service agreements
8 shall also contain a provision describing how parties may withdraw from the agreement
9 prior to the termination date. The method of withdrawing from and/or terminating a
10 service agreement shall generally be the same as the process for entering such
11 agreement – i.e., by majority vote of the members of the municipal legislative body and
12 CVRPC’s Executive Committee, subject to other applicable provisions of law. If,
13 however, the service agreement involves multi-year financial obligations, or other
14 contractual obligations have been incurred in reliance on the service agreement, the
15 withdrawing party shall withdraw only upon satisfaction of those obligations or mutual
16 written agreement regarding the process to satisfy the same.
- 17 B. The withdrawal provision of a municipal agreement with one municipality shall provide
18 for at least 30 days notice unless otherwise provided in the agreement.
- 19 C. The withdrawal provision of a municipal agreement with multiple municipalities shall
20 provide for at least six months notice prior to the beginning of a fiscal year, unless
21 otherwise provided in the agreement.

22 **Section 804: Other Contracted Services**

23 Nothing within this article shall limit CVRPC’s ability to enter into contracts or agreements to
24 provide services with other entities or governmental organizations, including those serving
25 multiple municipalities.

26 **ARTICLE 9: SUPPLEMENTARY PROVISIONS**

27 **Section 901: Indemnification**

28 *Note: New section recommended by attorneys. Language adapted from VLCT bylaws.*

29 To the fullest extent permitted by law, CVRPC shall indemnify and hold harmless its officers,
30 Commissioners, Alternates and employees from loss, damage or claim arising out of the
31 discharge or any duty or responsibility; provided, however, that any act or occurrence or
32 omission from which indemnification is sought is within the scope of such person’s duties or
33 employee’s employment, and is not the result of criminal or gross negligence.

34 **Section 902: Conflict of Interest**

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

36 Commissioners have an obligation to conduct the affairs of their office in such a manner as to
37 instill public trust and confidence. CVRPC shall maintain a written policy on code of conduct

1 and conflict of interest. A copy of this policy shall be provided to all Commissioners and
2 Alternates at the time of their appointment.

3 **Section 903: Work Plan and Budget**

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

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

8 **Section 904: Annual Report**

9 *Note: New section. Adapted from TRORC 7.9*

10 The Executive Director shall prepare a written annual report to the member municipalities by
11 December 31st.

12 **Section 905: Audit**

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

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

16 **Section 906: Electronic Records and Signatures**

17 *Note: New section recommended by attorneys.*

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

21 **Section 907: Dissolution**

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

23 CVRPC shall be dissolved or terminated:

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

29 **Section 908: Amendments to Bylaws**

30 *Note: See Article X in the current bylaws. Slightly edited for clarity.*

- 31 A. A proposed amendment shall be placed on the agenda for any regularly scheduled
32 meeting of the Board by vote of the Board or by vote of the Executive Committee.
33 B. The proposed amendment shall be discussed at the next regular meeting of the Board
34 and may be amended at that meeting. An affirmative vote of the Board is required to
35 advance the agreed upon proposed amendment. That vote must direct that the final

1 proposed amendment be placed on the agenda of a subsequent regular meeting for a
2 final vote.

3 C. After the affirmative vote described in 908B, a proposed amendment shall be placed on
4 the agenda for a final vote at a subsequent regular meeting of the Board. No
5 amendment to the proposed amendment shall be allowed at the Board meeting during
6 which the final vote is taken.

7 D. The proposed amendment shall become effective upon the affirmative vote of 60% of
8 the Commissioners. If a 60% affirmative vote is not attained, the proposed amendment
9 fails.

10 **Section 909: Severability**

11 ***Note: New section. Adapted from ACRPC 1403***

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

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

15 ***Note: Compare to Certificate at end of current bylaws. Language edited to retain only adoption and***
16 ***amendment dates. New date will be added upon adoption.***

17 Bylaws first adopted April 27, 1967.

18
19 Amended May 27, 1980.

20 Amended January 10, 1989.

21 Amended May 10, 1994.

22 Amended November 11, 1997.

23 Amended May 8, 2001.

24 Amended April 13, 2010.

25 Amended April 11, 2017.

26 Amended MONTH ##, 2019.