NOMINATING COMMITTEE MEETING
May 8, 2020
10:00 a.m.

Remote Participation via GoToMeetings:
Via computer, tablet or smartphone:
https://global.gotomeeting.com/join/127189509
Via telephone: Dial (872) 240-3311; Access Code: 127 189 509

AGENDA

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<th>Page</th>
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<tr>
<td>2</td>
<td>10:00</td>
<td>Adjustments to the Agenda</td>
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<td>2</td>
<td>10:05</td>
<td>Review Positions and Materials (enclosed)</td>
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<td>1</td>
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<td>Committee Slate</td>
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<td>Discuss and nominate candidates for the</td>
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<td>FY21 Executive and Standing</td>
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<td>Committees</td>
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1 Anticipated action item
NOMINATING COMMITTEE

RULES OF PROCEDURE

(adoption date to be inserted)

PURPOSE: The Nominating Committee is responsible for recruiting the best-qualified candidates for election or appointment to the Executive Committee, Standing and Special Committees, and other organizations for which CVRPC appoints a representative and for ensuring committee membership represents a range of perspectives.

GENERAL ACTIVITIES:

♦ 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.

♦ Identify and recommend to the Board candidates for Standing and Special Committees and CVRPC representatives appointed by the Board to other organizations.

ADVISORY ROLE: The Nominating Committee shall be advisory to the Board of Commissioners. It will recruit and recommend candidates for election or appointment by the Board based on guidance provided or adopted by the Board. The Committee’s actions must be compatible with plans, policies, positions or resolutions previously adopted by the Board of Commissioners. In nominating candidates, the Committee shall seek to balance the interests of the Commission to have committees as reflective of the Commission as possible.

MEMBERSHIP: The Nominating Committee shall consist of three (3) Commissioners or Alternate Commissioners.

OFFICERS/ELECTIONS: The Nominating Committee will elect a Chair and Vice-Chair annually at its first meeting. The Chair will be responsible for running meetings, setting agendas in conjunction with staff, reviewing and signing correspondence on behalf of the Nominating Committee, and representing the Nominating Committee at various meetings as needed. The Vice-Chair will provide support to the Chair as needed. If the Chair or Vice-Chair should resign before term expiration, the Executive Committee shall appoint additional members to the Committee to maintain the nomination schedule.

ATTENDANCE AND QUORUMS: A quorum shall consist of a majority of members. Members are expected to attend all regular meetings and special meetings as they arise.

COMMUNICATION AND COORDINATION:

♦ Meetings shall be noticed and held in accordance with Vermont Open Meeting Law.

♦ Minutes of all regular and special meetings will be prepared by staff, distributed to Committee
members and interested parties, and made available to the public in accordance with open
meeting and public records laws described in 1 V.S.A.

• Commissioners and Alternate Commissioners are encouraged to offer input on nominations and
are encouraged to bring up items of local or regional concern for Committee consideration.

CONFLICT OF INTEREST: Upon joining the Commission or its committees, individuals must review and
sign the Commission’s most recently adopted Code of Conduct and Conflict of Interest Policy to indicate
that they have read, understood, and agree to comply with it.

ADOPTION OF PROCEDURES: The Nominating Committee may, at any time, vote to recommend
amendments of these procedures, upon 51% vote of the Committee membership. Proposed
amendments will then be forwarded to the Executive Committee and interested parties before being
considered at a Nominating Committee meeting. Amendment will then be forwarded to the Board of
Commissioners for its consideration.

The Nominating Committee is a standing committee of the Commission, and is therefore subject to the
Commission’s bylaws. These Rules of Procedure, combined with Robert’s Rules of Order, provide
procedural and administrative guidance for the Committee in addition to the Commission’s bylaws. In
the case of a conflict between these Rules and the Commission’s Bylaws, the Bylaws shall take
precedence. This document supersedes all other direction, policies, and procedures pertaining to the
Nominating Committee.

Note: Recommend inserting Nominating Committee Guidelines into the Rules of Procedure or
referencing them as the Board adopted them to provide additional guidance to the Committee.

Recommended by the Executive Committee: /-/-/20

Adopted by the Board of Commissioners: /-/-/20

__________________________________________
Laura Hill-Eubanks, Chair
CVRPC Board of Commissioners
Nominating Committee Guidelines

NOMINATING COMMITTEE

Adopted by the Commission March 9, 1999

The prime consideration of the Nominating Committee should be the best interest of the Commission and its future.

The Nominating Committee shall seek to balance the interests of the Commission in order to have all the Executive Committee as reflective of the Commission as possible.

As long as one member of the Nominating Committee wants an individual considered, the entire Committee will objectively evaluate that potential candidate. The Nominating Committee, having any reasonable interest in a qualified candidate, shall request that the candidate express their interest in being considered.

The quality of Executive Committee participation is more important than length of stay on the Committee. Candidates willing to dedicate one year to the Executive Committee should be considered.

The Nominating Committee feels that in order to continuously provide fresh views and to foster knowledge of and participation in CVRPC, the Nominating Committee should consider having a small turnover in members of the Executive Committee.

The Executive Committee Chairperson will be elected with the assumption that the Chairperson will serve for two terms. The Nominating Committee will first consider a previous vice-chair (if at all possible). A service record that shows dedication to the Commission shall be considered.

To be nominated for Executive Committee vice-chair, a candidate should have previously served on the Executive Committee for at least one year and have an attendance record that shows dedication to the Commission. It is assumed the vice-chair will succeed to the Chair.

The treasurer, secretary, and three members-at-large will also be nominated. The following requirements must be met by the candidates for the Secretary/Treasurer and Executive Committee member-at-large positions:

- served on the Commission for at least one year;
- participated on one or more committees during their term; and
- has an attendance record that shows dedication to the Commission.
CVRPC Officers and Executive Committee Members

May 1995 – when Executive Committee membership became 7, including the CORC rep.
Chair: Doug Reed, Moretown
Vice-Chair: Tom Frazier, Roxbury
Treasurer: George Malek, Orange
Secretary: Gunner McCain, Waterbury
Council of Regional Commissions: Dennis Darrah, Middlesex
At large: Harrison Snapp, Waitsfield; George Mitchell, Northfield

May 1996
Chair: Gunner McCain, Waterbury
Vice-Chair: Tom Frazier, Roxbury
Treasurer: George Malek, Orange
Secretary: Therese Ackerman, Barre City
Council of Regional Commissions: Dennis Darrah, Middlesex
At large: Harrison Snapp, Waitsfield; Ed Blackwell, East Montpelier

May 1997
Chair: Gunner McCain, Waterbury
Vice-Chair: Tom Frazier, Roxbury
Treasurer: Stan Walker, Duxbury
Secretary: Therese Ackerman, Barre City
Council of Regional Commissions: David Healy, Calais
At large: Ed Blackwell, East Montpelier; Harrison Snapp, Waitsfield

May 1998 - CORC representative no longer required to be a member of the Exec. Ctte.
Chair: Tom Frazier, Roxbury
Vice-Chair: Stan Walker, Duxbury
Treasurer: Ed Blackwell, East Montpelier
Secretary: Harrison Snapp, Waitsfield
At large: Carol Davis, Washington; Gunner McCain, Waterbury; David Hoyne, Fayston

May 1999
Chair: Tom Frazier, Roxbury
Vice-Chair: Stan Walker, Duxbury
Treasurer: Ed Blackwell, East Montpelier
Secretary: Harrison Snapp, Waitsfield
At large: Carol Davis, Washington, David Hoyne, Fayston; Mark Nicholson, Barre Town

May 2000
Chair: Stan Walker, Duxbury
Vice-Chair: Ed Blackwell, East Montpelier
Treasurer: Carol Davis, Washington
Secretary: Harrison Snapp, Waitsfield
At large: Tom Frazier, Roxbury; Gunner McCain, Waterbury; Ed Larson, Montpelier
CVRPC Officers and Executive Committee Members

May 2001
Chair: Stan Walker, Duxbury
Vice-Chair: Gunner McCain, Waterbury
Treasurer: Harrison Snapp, Waitsfield
Secretary: Ed Larson, Montpelier
At large: Tom Frazier, Roxbury; Carol Davis, Washington; Rhonda Shippee, Calais

May 2002
Chair: Gunner McCain, Waterbury
Vice-Chair: Tom Frazier, Roxbury
Treasurer: Harrison Snapp, Waitsfield
Secretary: Ed Larson, Montpelier
At large: Carol Davis, Washington; Rhonda Shippee, Calais; Stan Walker, Duxbury

May 2003
Chair: Gunner McCain, Waterbury
Vice-Chair: Tom Frazier, Roxbury
Treasurer: Harrison Snapp, Waitsfield
Secretary: Ed Larson, Montpelier
At large: Larry Hebert, Williamstown; Rhonda Shippee, Calais; Stan Walker, Duxbury

May 2004
Chair: Ed Larson, Montpelier
Vice-Chair: Harrison Snapp, Waitsfield
Treasurer: Rhonda Shippee, Calais
Secretary: Larry Hebert, Williamstown
At large: Gunner McCain, Waterbury; Stan Walker, Duxbury; Dick Payne, Cabot

May 2005
Chair: Ed Larson, Montpelier
Vice-Chair: Larry Hebert, Williamstown
Treasurer: Rhonda Shippee, Calais
Secretary: Harrison Snapp, Waitsfield
At large: Gunner McCain, Waterbury; Stan Walker, Duxbury; Dick Payne, Cabot

May 2006
Chair: Larry Hebert, Williamstown
Vice-Chair: Rhonda Shippee, Calais
Treasurer: Margaret Torizzo, Fayston
Secretary: Don LaHaye, Warren
At large: Gunner McCain, Waterbury; Stan Walker, Duxbury; Ed Larson, Montpelier
CVRPC Officers and Executive Committee Members

May 2007
Chair: Larry Hebert, Williamstown
Vice-Chair: Stan Walker, Duxbury
Treasurer: Gunner McCain, Fayston (to replace M. Torizzo 12/07)
Secretary: Rhonda Shippee, Calais
At large: Paul Bicicia, Plainfield; George Malek 12/07; John Hurley, Berlin 1/08

May 2008
Chair: Stan Walker, Duxbury
Vice-Chair: Paul Bicica (Gunner McCain elected 3/2009 to fill the unexpired term.)
Treasurer: John Hurley, Berlin (Tim Carver elected 9/2008 to fill the unexpired term.)
Secretary: Rhonda Shippee, Calais
At large: Tom Frazier, Roxbury; Don La Haye, Warren; Larry Hebert, Williamstown

May 2009
Chair: Stan Walker, Duxbury
Vice-Chair: Tom Frazier, Roxbury
Treasurer: Don La Haye, Warren
Secretary: Rhonda Shippee, Calais
At large: Tim Carver, East Montpelier; Ron Krauth, Middlesex; David Borgendale, Montpelier

May 2010
Chair: David Borgendale, Montpelier
Vice-Chair: Don LaHaye, Warren
Treasurer: Bob Wernecke, Berlin
Secretary: Tim Carver, East Montpelier
At large: Ron Krauth, Middlesex, Ray McCormack, Washington, Stan Walker, Duxbury

May 2011
Chair: Bob Wernecke, Berlin
Vice-Chair: Don LaHaye, Warren
Treasurer: Ray McCormack, Washington
Secretary: Tim Carver, East Montpelier
At large: Ron Krauth, Middlesex; George Malek, Orange; Byron Atwood, Town of Barre

May 2012
Chair: Bob Wernecke, Berlin
Vice-Chair: Don LaHaye, Warren
Treasurer: Byron Atwood, Barre Town
Secretary: Tim Carver, East Montpelier
At large: Ron Krauth, Middlesex; George Malek, Orange; Michael Miller, Barre City


CVRPC Officers and Executive Committee Members

May 2013
Chair: Don La Haye, Waitsfield
Vice-Chair: Byron Atwood, Barre Town
Treasurer: Michael Miller, Barre City
Secretary: Tina Ruth, Montpelier
At large: Bob Wernecke, (past chair) Berlin; George Malek, Orange; David Strong, Plainfield

May 2014
Chair: Don La Haye, Waitsfield
Vice-Chair: Byron Atwood, Barre Town
Treasurer: Michael Miller, Barre City; David Strong, Plainfield (to fill unexpired term)
Secretary: Tina Ruth, Montpelier
At large: Bob Wernecke, (past chair) Berlin; George Malek, Orange; David Strong, Plainfield; Julie Potter, East Montpelier (to fill unexpired term)

May 2015
Chair: Byron Atwood, Barre Town
Vice-Chair: Julie Potter, East Montpelier
Treasurer: David Strong, Plainfield
Secretary: Tina Ruth, Montpelier
At large: Don La Haye (past chair) Waitsfield; Laura Hill-Eubanks, Northfield; Larry Hebert, Williamstown

May 2016
Chair: Byron Atwood, Barre Town
Vice-Chair: Julie Potter, East Montpelier
Treasurer: David Strong, Plainfield
Secretary: Tina Ruth, Montpelier
At large: Don La Haye (past chair) Waitsfield; Laura Hill-Eubanks, Northfield; Larry Hebert, Williamstown

May 2017
Chair: Julie Potter, East Montpelier
Vice-Chair: Laura Hill-Eubanks, Northfield
Treasurer: Michael Gray, Woodbury
Secretary: Dara Torre, Moretown
At large: Byron Atwood (past chair), Barre Town, Don La Haye, Waitsfield, Steve Lotspeich, Waterbury

May 2018
Chair: Julie Potter, East Montpelier
Vice-Chair: Laura Hill-Eubanks, Northfield
Treasurer: Michael Gray, Woodbury
Secretary: Dara Torre, Moretown
At large: Byron Atwood (past chair), Barre Town, Don La Haye, Waitsfield, Steve Lotspeich, Waterbury
CVRPC Officers and Executive Committee Members

May 2019
Chair: Laura Hill-Eubanks, Northfield
Vice-Chair: Steve Lotspeich, Waterbury
Treasurer: Michael Gray, Woodbury
Treasurer/Secretary: Dara Torre, Moretown
At large: Julie Potter (past chair), East Montpelier; Janet Shatney, Barre City; Michael Gray, Woodbury; Jerry D’Amico, Roxbury
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<th>LastName</th>
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<td>Waitsfield</td>
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<td>CVRPC Commissioner</td>
<td>802-583-2902</td>
<td><a href="mailto:donlahaye@madriver.com">donlahaye@madriver.com</a></td>
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<td>Warren</td>
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<td>Warren</td>
<td>J. Michael Bridgewater</td>
<td>CVRPC Alternate</td>
<td></td>
<td><a href="mailto:btoonierandco@gmavt.net">btoonierandco@gmavt.net</a></td>
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<tr>
<td>Washington</td>
<td>Peter Carbee</td>
<td>CVRPC Commissioner</td>
<td>802-279-8457</td>
<td><a href="mailto:accuratecounts.vt@gmail.com">accuratecounts.vt@gmail.com</a></td>
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<td>Washington</td>
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<td>Waterbury</td>
<td>Steve Lotspeich</td>
<td>CVRPC Commissioner</td>
<td>802-244-1012</td>
<td>802-498-8845 <a href="mailto:slotspeich@waterburyvt.com">slotspeich@waterburyvt.com</a></td>
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<td>Williamstown</td>
<td>Richard Turner</td>
<td>CVRPC Commissioner</td>
<td>802-461-3800</td>
<td><a href="mailto:rdt914@yahoo.com">rdt914@yahoo.com</a></td>
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<tr>
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<td>Jacqueline Higgins</td>
<td>CVRPC Alternate</td>
<td>802-889-3356</td>
<td>802-433-6671 <a href="mailto:twnmgr@williamstownvt.org">twnmgr@williamstownvt.org</a></td>
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<td><a href="mailto:wsbmgray@gmail.com">wsbmgray@gmail.com</a></td>
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<tr>
<td>Worcester</td>
<td>Bill Arrand</td>
<td>CVRPC Commissioner</td>
<td>802-223-9014</td>
<td><a href="mailto:arrand@myfairpoint.net">arrand@myfairpoint.net</a></td>
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<td>Worcester</td>
<td>Toni Kaeding</td>
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<td>Aug</td>
<td>Sept</td>
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<td>Janet Shatney</td>
<td>Woodbury, July 2009-Feb 2014; Barre City June 2014</td>
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<td>Robert Warrenke</td>
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<td>Cabot</td>
<td>Amy Morrison</td>
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<td>Alan Quakenbush</td>
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<td>E. Montpelier</td>
<td>Julie Potter</td>
<td>All Commissioner April 2013; Commissioner May 2014</td>
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<tr>
<td>E. Montpelier</td>
<td>Jack Pauly</td>
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<td>Fayston</td>
<td>Karl Klein/Carol Chamberlin</td>
<td>June 2018 / April 2019</td>
<td>&lt;1</td>
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<td>Mark Nicholson, Alt./George Clain, Alt.</td>
<td>1995 (Comm)/Dec 2019</td>
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<td>15</td>
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<td>Carey Keeton/Marcella Dent</td>
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<td>Harmon Snapp,</td>
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<td>Steve Lotspeich, Vice Chair</td>
<td>October 2018</td>
<td>X</td>
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<td>Winchester</td>
<td>Janis Higgins,</td>
<td>Sept 2018</td>
<td>1</td>
<td>X</td>
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<td>Called</td>
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<td>Michael Gray</td>
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<td>Worcester</td>
<td>Bill Arrand</td>
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**Quorum Attendance**
- 19
- 19
- 17
- 13
- 20
- 21
- 17
- 20
- 0
- 0
- 0

**Other Participants**
- Waninger, Barmie
- Stratton, Nancy
- Waninger, Barmie
- Rock, Clare
- DiAndrea, Pam
- Anderson, Ashley
- Sherman, Ashlyn
- Kramer, Rick
- Maia, Zachary
- Velez, Grace
- Guest Speaker A. Margolis J. Copans B. Fraser E. Rei, N. Beiso Z. Maia, S. Winter D. O'Hara, C. Baker N/A
A quorum of Commissioners of this Commission for holding meetings and transacting business shall be a majority of the duly appointed municipal Commissioners (12).

Regional Plan adoption votes require 60% of municipal representatives to vote in the affirmative (14).
# Committees and Appointed Positions

## Standing Committees

<table>
<thead>
<tr>
<th>Executive</th>
<th>Nominating</th>
<th>Project Review</th>
</tr>
</thead>
<tbody>
<tr>
<td>Meets: Monthly, 4:00 pm, week prior to Commission meeting</td>
<td>Meets: April/May, as needed</td>
<td>Meets: Monthly (as needed), on the fourth Thursday, 4:00 pm</td>
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<tr>
<td>Members: 3 officers and 4 at-large Commissioners</td>
<td>Members: 3 Commissioners</td>
<td>Members: 5 Commissioners plus 1 alternate and the project’s host Commissioner</td>
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<tr>
<td>Term: 1 year; officers typically two years</td>
<td>Term: 1 year; cannot serve consecutive terms</td>
<td>Term: 3-year, staggered terms</td>
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</table>

### Executive Duties:
- Act on behalf of the Commission in absence of a Commission quorum
- Nominate officers and at-large members of the Executive Committee
- Approve budgets, contracts & audits
- Amend Personnel Policies
- Recommend positions to be taken
- Approve Commission agendas

### Nominating Duties:
- Determine Act 250/Section 248 project conformance with the Regional Plan
- Provide input and recommendations for projects with Significant Regional Impact
- Solicit input from other parties as needed to gather information and render a decision
- Evaluate potential cumulative impacts for projects
- Provide guidance on amendments or changes to Substantial Regional Impact criteria

### Project Review Duties:
- Add/eliminate staff and contractors
- Approve policy actions
- Approve Commission agendas
- Provide input and recommendations for projects with Significant Regional Impact

### Appointed in June 2019, now nominated in 2020:
- Laura Hill-Eubanks, Chair (Northfield) YES
- Steven Lotspeich, Vice Chair (Waterbury) YES
- Dara Torre, Secretary/Treasurer (Moretown) YES
- Michael Gray, At Large (Woodbury) YES
- Janet Shatney, At Large (Barre City) YES
- Julie Potter, At Large (East Montpelier) YES
- Gerry D’Amico, At Large (Roxbury) YES

### Appointed in March 2020
- Ron Krauth, Middlesex
- Marcella Dent, Montpelier
- Bill Arrand, Worcester (Chair)

### Regional Plan
- Meets: Monthly, as needed
- Members: 5 Commissioners
- Term: Changed from 1 year to 2 year (May 2018)

### Town Plan Review
- Meets: As needed.
- Members: 5 Commissioners
- Term: 1 year

### Transportation Advisory
- Meets: Monthly on 4th Tuesday, 6:30 pm
- Members: Municipal representatives

### Advisory Committees

## Regional Plan

<table>
<thead>
<tr>
<th>Meets: As needed</th>
<th>Members: 5 Commissioners</th>
<th>Term: 1 year</th>
</tr>
</thead>
</table>

### Duties:
- Review municipal plans for conformance to statutory requirements and recommend whether a plan should be approved
- Review each municipality’s planning process and recommend whether it should be confirmed
- Review municipal plans for conformance with enhanced energy planning requirements
- Provide guidance to municipalities about future plan updates and ways to strengthen planning efforts

### Term expires June 2020; now will be 2021:
- Laura Hill-Eubanks, Northfield, Chair YES to 2022
- Dara Torre, Moretown YES to 2022
- Ron Krauth, Middlesex YES to 2022
- Marcella Dent, Montpelier YES to 2022
- Julie Potter, East Montpelier YES - 1 year only

### Appointed in June 2019, now will be 2020:
- Ron Krauth, Middlesex
- Jan Ohlsson, Calais Alternate
- Joyce Manchester, Moretown Alternate
- Bill Arrand, Worcester (Chair)

### Appointed by the 23 municipalities:
- Steve Lotspeich, Chair
<table>
<thead>
<tr>
<th>ADVISORY COMMITTEES</th>
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<tbody>
<tr>
<td><strong>Brownfields Advisory</strong></td>
<td><strong>Clean Water Advisory</strong></td>
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<tr>
<td><strong>Meets:</strong> Monthly on 3rd Monday, 4:00 pm</td>
<td><strong>Meets:</strong> Ad hoc, as needed</td>
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<tr>
<td><strong>Members:</strong> 4 Commissioners + 1 Commissioner alternate, CVEDC, VT Dept of Health, 5 representatives of housing, real estate, finance, at-risk populations, and the environment</td>
<td><strong>Members:</strong> 13 members - 3 Commissioners + 1 Commissioner Alternate, 5 municipal representatives, 3 named watershed organization, VANR, and 1 interested stakeholder</td>
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<tr>
<td><strong>Term:</strong> 2 years; staggered terms - Commissioners even years &amp; Interest Groups odd years</td>
<td><strong>Term:</strong> Staggered 2-year terms</td>
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<td><strong>Appointed:</strong> By Board of Commissioners</td>
<td><strong>Appointed:</strong> By Board of Commissioners</td>
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<tr>
<td><strong>Duties:</strong></td>
<td><strong>Duties:</strong></td>
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<tr>
<td>- Oversee CVRPC Brownfields Program</td>
<td>- Identify activities, policies, and direction for CVRPC's clean water support</td>
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<td>- Prioritize sites for assessment</td>
<td>- Determine CVRPC direction and goals regarding the Lake Champlain TMDL, Tactical Basin Plans, and the Regional Plan</td>
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<td>- Participate in hiring contractors</td>
<td>- Participate in public outreach</td>
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<td>- Recommend brownfield-related policy</td>
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<td>(Date indicates end of term)</td>
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<tr>
<td>(Date indicates end of term)</td>
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<tr>
<td><strong>4 Regional Commissioners + 1 Alternate</strong></td>
<td><strong>3 Regional Commissioners + 1 Alternate</strong></td>
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<td>2020 - Janet Shatney, Barre City, Chair</td>
<td>2021 - Amy Hornblas, Cabot (Chair) Yes, continue</td>
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<td>2020 - Amy Hornblas, Cabot</td>
<td>2021 - Alternate, Rich Turner, Williamstown Yes, continue</td>
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<td>2020 - Ron Krauth, Middlesex</td>
<td>2020 - Richard Turner, Williamstown YES to 2022</td>
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<td>2020 - Don La Haye, Waitsfield</td>
<td>2020 - John Brabant, Calais YES to 2022</td>
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<tr>
<td>2020 - Michael Gray, Woodbury, Alternate Seat</td>
<td>2020 - Michael Gray, Woodbury Alternate Seat</td>
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ARTICLES OF CONSTITUTION AND BYLAWS OF THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION

Amended by the Commissioners on December 10, 2019
# Articles of Constitution and Bylaws of CVRPC – Amended December 10, 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

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

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

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

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

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

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

Section 305: Attendance

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

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

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

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.
Standing Committees may establish subcommittees and workgroups as needed to accomplish committee business.

Unless otherwise specified in the Rules of Procedure, all Standing Committee members are eligible to vote on committee business.

All Standing Committees shall maintain meeting minutes. Standing Committees shall report to the Board as it directs.

B. Executive Committee

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**

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**

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

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

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.
Articles of Constitution and Bylaws of CVRPC – Amended December 10, 2019

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

G. Transportation Advisory Committee

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 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.

Section 404: Special Committees

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

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

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

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

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

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

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

Section 405: Appointed Representatives

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

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

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

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

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

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

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

Section 604: Special Board of Commissioners Meetings
Special meetings may be called by the Chair, the Executive Committee, or by a majority vote of the Board.

Section 605: Committee Meetings
Committees shall meet at a day, place and time determined by each committee.

Section 606: Notice of Meetings
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
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
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
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
CVRPC’s fiscal and operational year shall be from July 1 to June 30 (the “Fiscal Year”).

Section 702: Membership Assessment
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
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
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)-(iii).

Section 705: Signatory
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

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.

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

Section 803: Termination of Agreement

A. All municipal service agreements shall contain a termination date unless some other method of termination is expressly provided in the agreement. Service agreements shall also contain a provision describing how parties may withdraw from the agreement prior to the termination date. The method of withdrawing from and/or terminating a service agreement shall generally be the same as the process for entering such agreement – i.e., by majority vote of the members of the municipal legislative body and CVRPC’s Executive Committee, subject to other applicable provisions of law. If, however, the service agreement involves multi-year financial obligations, or other contractual obligations have been incurred in reliance on the service agreement, the withdrawing party shall withdraw only upon satisfaction of those obligations or mutual written agreement regarding the process to satisfy the same.

B. The withdrawal provision of a municipal agreement with one municipality shall provide for at least 30 days notice unless otherwise provided in the agreement.

C. The withdrawal provision of a municipal agreement with multiple municipalities shall provide for at least six months notice prior to the beginning of a fiscal year, unless otherwise provided in the agreement.

Section 804: Other Contracted Services
Nothing within this article shall limit CVRPC’s ability to enter into contracts or agreements to provide services with other entities or governmental organizations, including those serving multiple municipalities.

ARTICLE 9: SUPPLEMENTARY PROVISIONS

Section 901: Indemnification
To the fullest extent permitted by law, CVRPC shall indemnify and hold harmless its officers, Commissioners, Alternates and employees from loss, damage or claim arising out of the discharge or any duty or responsibility; provided, however, that any act or occurrence or omission from which indemnification is sought is within the scope of such person’s duties or employee’s employment, and is not the result of criminal or gross negligence.

Section 902: Conflict of Interest
Commissioners have an obligation to conduct the affairs of their office in such a manner as to instill public trust and confidence. 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 903: Work Plan and Budget
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 904: Annual Report
The Executive Director shall prepare a written annual report to the member municipalities by December 31st.

Section 905: Audit
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 906: Electronic Records and Signatures
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.

Section 907: Dissolution
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

B. When the number of participating municipalities represented by Commissioners shall be less than five.
Section 908: Amendments to Bylaws

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 regular meeting of the Board and may be amended at that meeting. An affirmative vote of the Board is required to advance the agreed upon proposed amendment. That vote must direct that the final proposed amendment be placed on the agenda of a subsequent regular meeting for a final vote.

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

D. 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.

Section 909: Severability

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

Central Vermont Regional Planning Commission Bylaws History

Bylaws first adopted April 27, 1967.

Amended May 27, 1980.
Amended January 10, 1989.
Amended November 11, 1997.
Amended April 13, 2010.
Amended April 11, 2017.
Amended December 10, 2019.