



BYLAWS WORK GROUP

February 16, 2021

11:00 am

Remote Participation via GoToMeetings¹

Join via computer, tablet or smartphone: <https://global.gotomeeting.com/join/263418597>

Dial in via phone: [+1 \(571\) 317-3122](tel:+15713173122); Access Code: 263-418-597

Download the app at least 5 minutes prior to the meeting start:

<https://global.gotomeeting.com/install/263418597>

Persons with disabilities who require assistance or special arrangements to participate in programs or activities are encouraged to contact Nancy Chartrand at 802-229-0389 or chartrand@cvregion.com at least 3 business days prior to the meeting for which services are requested.

AGENDA

11:00² Adjustments to the Agenda

Public Comment

11:05 Minutes (enclosed; action item)

11:10 Review Informational Materials (enclosed)

Identify clarifications needed for information requested by the Work Group

11:30 Bylaw Review (enclosed)

- Identify any additional areas of the current Bylaws that may need to be amended
- Prioritize areas to address and begin identifying draft language

12:20 Next Steps

Set date, time, and preliminary agenda for next meeting

12:30 Adjourn

¹ Dial-in telephone numbers are “Toll” numbers. Fees may be charged to the person calling in dependent on their phone service.

² All times are approximate unless otherwise advertised

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**
 2 **Bylaws Work Group**
 3 **DRAFT Meeting Minutes**
 4 **February 2, 2021**

5
 6 Attendance: Steve Lotspeich, George Clain, Michael Gray
 7 Staff: Bonnie Waninger

8
 9 B. Waninger called the meeting to order at 11:04 am. Waninger offered to facilitate the
 10 meeting until officers were elected. The Work Group concurred with this approach.

11
 12 **Adjustments to the Agenda**

13 None.

14
 15 **Public Comment**

16 None.

17
 18 **Elect Committee Officers**

19 *M. Gray moved to nominate S. Lotspeich as Chair; G. Clain seconded. Lotspeich accepted the*
 20 *nomination. In discussion, Clain noted that Roberts Rules of Order do not require a second for*
 21 *nominations. Lotspeich noted he thought that Open Meeting Law might require motions be*
 22 *seconded. Motion carried.*

23
 24 S. Lotspeich assumed the Chair role.

25
 26 *S. Lotspeich moved to nominate M. Gray as Vice Chair; G. Clain seconded. In discussion, Clain*
 27 *reiterated the comment about seconds not being required. Gray accepted the nomination.*
 28 *Motion carried.*

29
 30 **Bylaw Review**

31 Lotspeich proposed the Group review issues described in the staff memo. Clain suggested
 32 moving through the bylaws by section and item to see the bylaw as a whole. He has questions
 33 and suggestion, some of which may be discussion items where understanding the intent.

34
 35 Waninger will provide the bylaws to Work Group members as a Word document (version .doc
 36 file) so that members can use tracked changes and comments to provide input between
 37 meetings. The Work Group requested she add line numbers in the document.

38
 39 The Committee reviewed items in the staff memo.

- 1 • Section 403, TAC membership: The Work Group discussed whether this issue/concern is
2 limited to the TAC or should be addressed in other committees. Waninger noted the
3 Brownfields Committee benefits from non-Commissioner participation and the EPA,
4 when funding brownfields work, strongly requests Brownfield Committee incorporate
5 other voices. The Clean Water Advisory Committee also allows non-municipal, non-
6 Commissioner members. At Clain’s request, Waninger clarified that reference to “other
7 appointed representatives” in Section 501.E meant appointments to Mad River Valley
8 Planning District, VEPC, VAPDA, and Green Mountain Transit.
- 9 • Section 502, Elections: Waninger described the current election process. Alternates do
10 not vote. Not all seated Commissioners chose to return a ballot. Issues for discussion:
11 – Should an alternate Commissioner be allowed to return a ballot, whether it is
12 counted or not?
13 – Should a Commissioner be required to notified the CVRPC Clerk when the
14 Commissioner is choosing not to vote and wants to enable the Alternate to vote.
15 – Should the election process be modified to an at-meeting vote?
- 16 • Section 302, Appointment and Terms of Commissioners and Alternates. The Group
17 identified a need to define the role of Alternate Commissioners. How does Roberts
18 Rules of Order address recusal? What do other Regional Planning Commissioners do
19 regarding Alternates? Any other guidance? Staff will research and provide information
20 for the next meeting.
- 21 • Section 305, Attendance: Does “without good reason” need to be defined? What if a
22 Commissioner does not provide a reason? Does this apply to committee membership
23 too?
- 24 • Section 403.b.2a, Executive Committee, municipal dues setting: Yes, update this
25 language.
- 26 • Term limits for committees: Language related to the Chair may be there because
27 municipalities make 1-year appointments. May want term limits for officers. Do term
28 limit volunteers? Does lack of term provide for sustaining institutional memory and
29 developing expertise? Where is Nominating Committee limit in bylaws? Staff will
30 research bylaws and Rules of Procedure regarding what, if any, term limits exists and
31 where the term limits were defined (bylaws or ROPs).
- 32 • Ballots: Deferred discussion to a future meeting.
- 33 • Nominating Committee membership: Clarify language to read “at least XXX
34 Commissioners.” Clain expressed concern that the Executive Committee appoints the
35 Nominating Committee, and the Nominating Committee nominates the Executive
36 Committee. Gray suggested language could be modified to have the Board appoint the
37 Nominating Committee. Lotspeich suggested it may be helpful to have at least one
38 current Executive Committee member appointed to Nominating.

- 1 • Clean Water Service Provider, Basin Water Quality Council: The Group is not
2 recommending the Council be a Standing Committee. The Council may be a Special
3 Committee.
- 4 • Committee Chair/Vice Chair Vacancies: Should any vacancies on any committee be
5 reported to the CVRPC Chair and/or Nominating Committee? Who dictates to the
6 Nominating Committee who fills a seat? Staff will share Committee and Appointed
7 Representatives list.

8

9 **Update Process**

10 Discussed above.

11

12 **Next Steps**

13 Next meeting: The Work Group requested staff schedule bi-weekly meetings. The next
14 meeting will be Tuesday, February 16 at 11 am.

15

16 Staff will send a list of upcoming meeting dates.

17

18 **Adjourn**

19 *M. Gray moved to adjourn at 12:42 pm; S. Lotspeich seconded. Motion carried.*

20

21 Respectfully submitted,

22

23 Bonnie Waninger, Executive Director



CENTRAL VERMONT REGIONAL PLANNING COMMISSION

Committees and Appointed Positions


FY21


STANDING COMMITTEES

Executive	Nominating	Project Review
<i>Meets:</i> Monthly, 4:00 pm, week prior to Commission meeting	<i>Meets:</i> April/May, as needed	<i>Meets:</i> Monthly (as needed), on the fourth Thursday, 4:00 pm
<i>Members:</i> 4 officers and 3 at-large Commissioners	<i>Members:</i> 3 Commissioners	<i>Members:</i> 5 Commissioners plus 1 alternate and the project's host Commissioner
Term: 1 year	Term: 1 year; cannot serve consecutive terms	Term: 3-year; staggered terms
Elected: By Board of Commissioners	Appointed: By Board of Commissioners	Appointed: By Board of Commissioners
<i>Duties:</i> - Act on behalf of the Commission in absence of a Commission quorum - Approve budgets, contracts & audits - Add/eliminate staff and contractors - Amend Personnel Policies - Approve policy actions - Recommend positions to be taken - Approve Commission agendas	<i>Duties:</i> - Nominate officers and at-large members of the Executive Committee.	<i>Duties:</i> - 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
Elected in June 2020	Appointed in January 2021	(Date indicates end of term)
Laura Hill-Eubanks, Northfield, Chair	Julie Potter, East Montpelier, Chair	2023 - Janet Shatney, Barre City (Chair)
Steven Lotspeich, Waterbury, Vice Chair	Gerry D'Amico, Roxbury	2023 - Peter Carbee, Washington
Dara Torre, Moretown, Secretary/Treasurer	Peter Carbee, Washington	2023 - Lee Cattaneo, Orange
Michael Gray, Woodbury		2022 - Bob Wernecke, Berlin
Janet Shatney, Barre City, At Large		2022 - Gerry D'Amico, Roxbury (Alternate)
Julie Potter, East Montpelier, At Large		2024 - John Brabant, Calais
Gerry D'Amico, Roxbury, At Large		
Personnel Policy Review	Bylaws Working Group	
A Working Committee of the Executive Committee	A Working Committee of the Executive Committee	
<i>Meets:</i> As needed	<i>Meets:</i> As needed	
<i>Members:</i> 3 Commissioners	<i>Members:</i> 3 Commissioners	
<i>Term:</i> None established	<i>Term:</i> None established	
Appointed: By Executive Committee	Appointed: By Executive Committee	
<i>Duties:</i> - Recommend revisions to Personnel Policies	<i>Duties:</i> - Recommend revisions to Bylaws	
Appointed May 2018	Appointed January 2021	
Julie Potter, East Montpelier, Chair	Michael Gray, Woodbury	
Laura Hill-Eubanks, Northfield	George Clain, Barre Town Alternate	
Steve Lotspeich, Waterbury	Steve Lotspeich, Waterbury	

STANDING COMMITTEES

Regional Plan	Municipal Plan Review	Transportation Advisory
<i>Meets:</i> Monthly, as needed	<i>Meets:</i> As needed.	<i>Meets:</i> Monthly on 4th Tuesday, 6:30 pm
<i>Members:</i> 5 Commissioners	<i>Members:</i> 5 Commissioners	<i>Members:</i> Municipal representatives
Term: 1 year	Term: 1 year	Term: 1 year
Appointed: By Board of Commissioners	Appointed: By Board of Commissioners	Appointed: By municipal legislative body
<i>Duties:</i> - Develop and recommend updates to the Regional Plan	<i>Duties:</i> - 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	<i>Duties:</i> - Recommend Transportation Planning Initiative (TPI) work program & budget to Executive Committee - Prioritize transportation studies funded by the Commission's TPI program - Recommend Regional Plan transportation element - Prioritize state-funded transportation projects
Appointed in June 2020	Appointed in June 2020	2020 Members
Laura Hill-Eubanks, Northfield, Chair	Bill Arrand, Worcester, Chair	Appointed by the 23 municipalities
Dara Torre, Moretown	Ron Krauth, Middlesex	Steve Lotspeich, Chair
Ron Krauth, Middlesex	Lee Cattaneo, Orange	
Julie Potter, East Montpelier	Jan Ohlsson, Calais Alternate	
Marcella Dent, Montpelier	Joyce Manchester, Moretown Alternate	

			CENTRAL VERMONT REGIONAL PLANNING COMMISSION		
Committees and Appointed Positions					
FY21					
ADVISORY COMMITTEES					
Brownfields Advisory		Clean Water Advisory		Winooski Basin Water Quality Council	
Committee currently not active		(Date indicates end of term)		(Date indicates end of term)	
<i>2021 Term - 4 Regional Commissioners + 1 Alternate</i>		<i>3 Regional Commissioners + 1 Alternate</i>		This committee's membership is not appointed by the Commission.	
Janet Shatney, Barre City, Chair		2021 - Amy Hornblas, Cabot, Chair			
Amy Hornblas, Cabot		2021 - Rich Turner, Williamstown (Alternate)			
Ron Krauth, Middlesex		2022 - Ron Krauth, Middlesex			
Don La Haye, Waitsfield		2022 - John Brabant, Calais			
Michael Gray, Woodbury (Alternate)					
<i>Interest Group Representatives</i>		<i>Municipal Representatives</i>			
<u>Designated</u>		2022 - Dona Bate, Montpelier City Council			
Economic - Central VT Economic Development Corporation		2022 - Russ Barrett, Northfield Conservation Commission			
Health - VT Dept. of Health Barre District		2022 - John Hoogenboom, Moretown Selectboard			
		2021 - Larry Becker, Middlesex Conservation Commission, Vice Chair			
<u>Non-Designated (2022)</u>		2021 - Stewart Clark, Worcester Planning Commission (resigned)			
At Risk Populations - VACANT, Capstone Community Action					
VACANT		<i>Vermont Agency of Natural Resources (ex-officio, non-voting), Karen Bates</i>			
Housing - Steve Comolli, Downstreet Housing		<i>Winooski Natural Resource Conservation District</i>			
Environment - Shawn White, Friends of the Winooski River (requested non-voting status)		<i>Friends of the Winooski River</i>			
Finance - Tim Ross, Union Bank		<i>Friends of the Mad River</i>			
<i>Non-Voting</i>		<i>Private companies or interested stakeholders</i>			
Dorrie Paar, US EPA		2021 - Joyce Manchester, Moretown TAC			

 <p>CVRPC CENTRAL VERMONT REGIONAL PLANNING COMMISSION</p>	<p>CENTRAL VERMONT REGIONAL PLANNING COMMISSION</p> <p>Committees and Appointed Positions</p> <p>FY21</p>	
	<p>COMMISSION APPOINTMENTS</p>	
<p>Vermont Association of Planning & Development Agencies</p>		
<p><i>Meets:</i> First Thursday in June and December</p>		
<p><i>Appointee:</i> As desired by the Commission, usually the Chair</p>		
<p><i>Term:</i> 1 year</p>		
<p><i>Appointed:</i> By Board of Commissioners</p>		
<p><i>Duties:</i></p> <ul style="list-style-type: none"> - Participate in two policy meetings 		
<p>FY21 Representative</p> <p>Laura Hill-Eubanks</p>		
<p>Vermont Economic Progress Council</p>		
<p><i>Meets:</i> Monthly, 4th Thursday of the month</p>		
<p><i>Term:</i> 1 year</p>		
<p><i>Appointee:</i> As desired by the Commission, usually the Executive Director</p>		
<p><i>Appointed:</i> By Board of Commissioners</p>		
<p><i>Duties:</i></p> <ul style="list-style-type: none"> - Attend as needed and comment on projects in the region 		
<p>FY21 Representative</p> <p>Bonnie Waninger, Executive Director</p>		
<p>Green Mountain Transit</p>		
<p><i>Meets:</i> Monthly on 3rd Tuesday, 7:30 am</p>		
<p><i>Term:</i> 3 years</p>		
<p><i>Appointee:</i> As desired by the Commission, usually Executive Director or Transportation Planner</p>		
<p><i>Appointed:</i> By Board of Commissioners</p>		
<p><i>Duties:</i></p> <ul style="list-style-type: none"> - Guide the organization through setting goals and annual priorities - Participate on at least one committee as designated by the Chair 		
<p>FY20-22 Representatives</p> <p>Bonnie Waninger, Executive Director VACANT, Alternate</p>		
<p>Mad River Valley Planning District</p>		
<p><i>Meets:</i> Monthly on 3rd Thursday, 7:00 pm</p>		
<p><i>Term:</i> 1 year</p>		
<p><i>Appointee:</i> As desired by the Commission, usually staff</p>		
<p><i>Appointed:</i> By Board of Commissioners; Delegated to Executive Director</p>		
<p><i>Duties:</i></p> <ul style="list-style-type: none"> - Manage business and affairs of the District as an ex-officio, non-voting member of its Steering Committee 		
<p>FY21 Representative</p> <p>Bonnie Waninger, Executive Director Clare Rock, Senior Planner, Alternate</p>		



Central Vermont Regional Planning Commission

MEMO

Date: February 12, 2021
 To: Bylaw Work Group
 From: Bonnie Waninger, Executive Director
 Re: Terms for committees

At its February 2 meeting, the Work Group requested staff research what, if any, term applied to each CVRPC committee. Section 503 of the Bylaws states,

- 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.*

Terms are defined elsewhere as follows:

Type	Committee	Term	Source Document	Notes
Standing	Executive	1 year	Bylaws, Section 503, A. Rules of Procedure, Membership	Nominating Committee Guidelines state the Exec Com Chair is elected with the assumption that the Chair will serve for 2 terms
	Nominating			
	Regional Plan	1 year	Rules of Procedure, Membership	
	Project Review	3 years	Bylaws, Section 403, E.1. Rules of Procedure, Membership	
	Municipal Plan	1 year	Rules of Procedure, Membership	
Advisory	Transportation Advisory	1 year	Bylaws, Section 403, G.3. Rules of Procedure, Membership	ROPs specify successive terms are permitted
	Brownfields	2 years	Rules of Procedure, Membership	
	Clean Water Advisory	2 years	Rules of Procedure, Membership	



MEMO

Date: February 12, 2021
To: Bylaw Work Group
From: Bonnie Waninger, Executive Director
Re: Role of Alternates

At its February 2 meeting, the Work Group requested staff research how other Regional Planning Commissions define roles for Alternates and whether Roberts Rules of Order addresses recusals.

Regional Planning Commissions

Most Regional Planning Commissions treat the role of Alternates similar to CVRPC's bylaws. Differences include:

ACRPC: Since all committee votes are advisory only and to encourage participation on committees, alternates may participate and vote on committees in addition to or in the absence of a delegate.

LCPC: Municipalities do not appoint Alternates.

NRPC: Municipalities each appoint two Commissioners. They do not appoint Alternates.

TRORC: At any meeting where two Commissioners (Commissioner and Alternate) are present, they can cast only one collective vote. In the event the two disagree on the vote of the town, the regular Commissioner's vote is accepted.

Roberts Rules of Order and Recusals

I was not able to locate any joint reference to alternates and recusals in Roberts Rules of Order.

In referencing conflicts of interest, the Vermont League of Cities and Town's *Handbook for Vermont Selectboards* describes recusal as disqualifying an individual from participation in a decision on grounds such as prejudice or personal involvement. Further web research found that recusals are akin to leaving the room (not being physically present). They affect quorum even if the individual doesn't physically leave the room. They are different from abstentions, which are a voluntary choice not to vote.

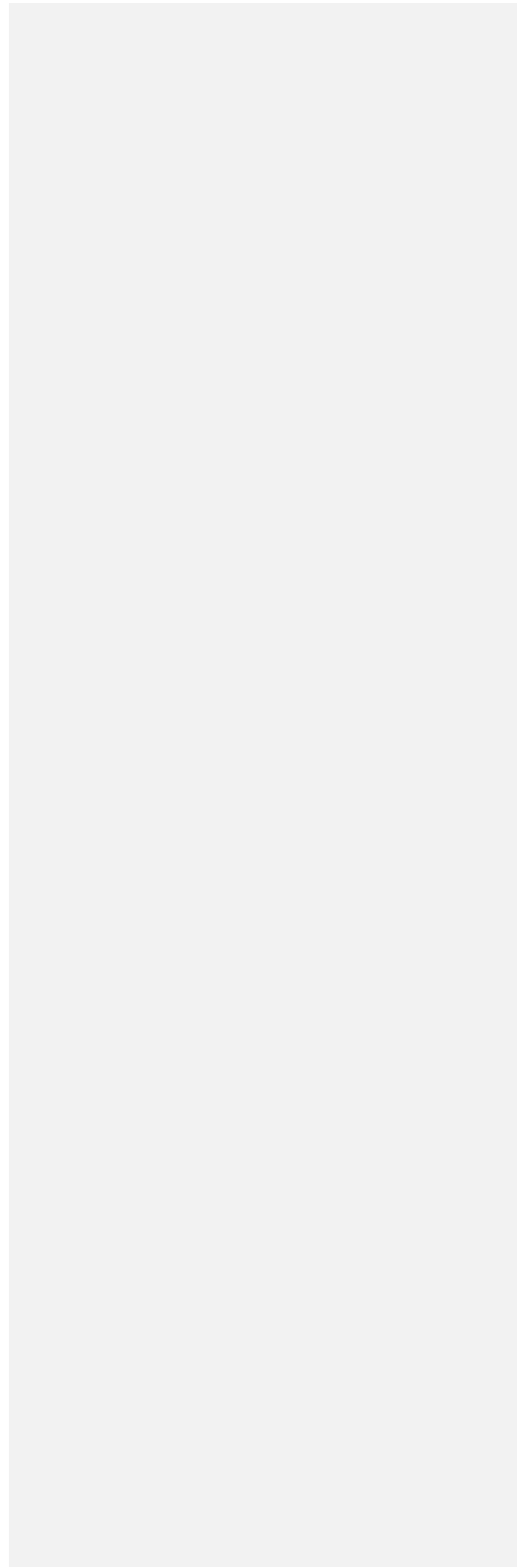
1
2
3

4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21



**ARTICLES OF CONSITUTION 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

1

2

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

29

30

31

32

33

34

35

36

37

38

39

**ARTICLES OF CONSTITUTION AND BYLAWS OF
THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION
Table of Contents**

ARTICLE 1: NAME AND ADDRESS 1

ARTICLE 2: POWERS AND PURPOSES 1

 Section 201: Legal Basis 1

 Section 202: General Purpose 1

 Section 203: Regional Planning..... 1

 Section 204: Municipal Planning..... 1

 Section 205: Studies, Plans and Implementation 1

 Section 206: Municipal Service Agreements 2

 Section 207: Other Duties and Responsibilities..... 2

ARTICLE 3: MEMBERSHIP AND REPRESENTATION 2

 Section 301: Member Municipalities..... 2

 Section 302: Appointment and Terms of Commissioners and Alternates 2

 Section 303: Voting..... 3

 Section 304: Resignation..... 3

 Section 305: Attendance..... 3

ARTICLE 4: ORGANIZATION 4

 Section 401: Board of Commissioners..... 4

 Section 402: Officers..... 4

 Section 403: Standing Committees..... 4

 A. General..... 4

 B. Executive Committee 5

 C. Nominating Committee 6

 D. Regional Plan Committee 6

 E. Project Review Committee 7

 F. Municipal Plan Review Committee 7

 G. Transportation Advisory Committee..... 8

 Section 404: Special Committees 9

 Section 405: Appointed Representatives 9

 Section 406: Staff 9

ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS..... 10

 Section 501: Nominations..... 10

 Section 502: Elections 10

 Section 503: Terms of Office..... 10

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

1 Section 504: Vacancies 11

2 Section 505: Removal from Office 11

3 **ARTICLE 6 MEETINGS..... 12**

4 Section 601: Open Meeting Law..... 12

5 Section 602: Regular Board of Commissioners Meetings..... 12

6 Section 603: Annual Meeting..... 12

7 Section 604: Special Board of Commissioners Meetings..... 12

8 Section 605: Committee Meetings 12

9 Section 606: Notice of Meetings..... 12

10 Section 607: Quorum 12

11 Section 608: Parliamentary Authority 12

12 Section 609: Minutes and Public Records 13

13 **ARTICLE 7: FUNDING 13**

14 Section 701: Fiscal and Operational Year 13

15 Section 702: Membership Assessment..... 13

16 Section 703: Grants, Contracts and Contributions 13

17 Section 704: Borrowing Authority 13

18 Section 705: Signatory 13

19 **ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS 13**

20 Section 801: Participation..... 13

21 Section 802: Content of Agreement 14

22 Section 803: Termination of Agreement 14

23 Section 804: Other Contracted Services 14

24 **ARTICLE 9: SUPPLEMENTARY PROVISIONS 15**

25 Section 901: Indemnification 15

26 Section 902: Conflict of Interest 15

27 Section 903: Work Plan and Budget 15

28 Section 904: Annual Report 15

29 Section 905: Audit..... 15

30 Section 906: Electronic Records and Signatures..... 15

31 Section 907: Dissolution 15

32 Section 908: Amendments to Bylaws 16

33 Section 909: Severability..... 16

34 **Central Vermont Regional Planning Commission Bylaws History 16**

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

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

3
4 **ARTICLE 1: NAME AND ADDRESS**

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

8 **ARTICLE 2: POWERS AND PURPOSES**

9 **Section 201: Legal Basis**

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

14 **Section 202: General Purpose**

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

19 **Section 203: Regional Planning**

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

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

24 **Section 204: Municipal Planning**

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

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

29 **Section 205: Studies, Plans and Implementation**

30 In accordance with the provisions of 24 V.S.A. Section 4345, CVRPC may undertake
31 comprehensive planning and studies, and make recommendations on land development; urban
32 renewal; transportation; economic, industrial, commercial and social development; urban
33 beautification and design improvements; historic and scenic preservation; capital investment
34 plans; and natural resource protection. CVRPC may also implement, with the cooperation of

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

1 municipalities within the region, programs for the appropriate development, improvement,
2 protection and preservation of the region’s physical and human resources.

3 **Section 206: Municipal Service Agreements**

4 CVRPC may enter into municipal service agreements, upon complying with the requirements
5 set forth at 24 V.S.A. Section 4345(B), to promote cooperative arrangements and coordinate,
6 implement and administer service agreements among municipalities; including arrangements
7 and actions with respect to planning, community development, joint purchasing, inter-
8 municipal services, infrastructure and related activities. Upon adoption of a municipal service
9 agreement in accordance with Article 8 of these Bylaws, CVRPC may exercise any power,
10 privilege, or authority, as defined within the municipal service agreement, capable of exercise
11 by a municipality (subject to applicable state or federal law) as necessary or desirable for
12 dealing with problems of local or regional concern.

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

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

17 **ARTICLE 3: MEMBERSHIP AND REPRESENTATION**

18 **Section 301: Member Municipalities**

19 CVRPC serves the Central Vermont Region, consisting of the following municipalities in
20 Washington and Orange Counties: Barre Town, City of Barre, Berlin, Cabot, Calais, Duxbury,
21 East Montpelier, Fayston, Marshfield, Middlesex, City of Montpelier, Moretown, Northfield,
22 Orange, Plainfield, Roxbury, Waitsfield, Warren, Washington, Waterbury, Williamstown,
23 Woodbury and Worcester. All municipalities within the Central Vermont Region are members
24 of CVRPC.

25 **Section 302: Appointment and Terms of Commissioners and Alternates**

26 A. Representation on the CVRPC shall be by ~~Commissioners~~ commissioners, or assigned
27 alternates. In accordance with the Act the legislative body of each member municipality
28 may appoint one commissioner (a “Commissioner”) and one alternate (an “Alternate”)
29 to the CVRPC Board of Commissioners (the “Board”).

Commented [1]: ??? Also see Article 4 section 401.

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

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

Commented [2]: They are neither until confirmed.

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

37 D. Commissioners and Alternates who are appointed mid-term shall serve out the term
38 ending June 30 and may continue serving for the subsequent term starting July 1

Commented [3]: Has this been confusing to municipalities?

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

1 without recertification. Once a Commissioner or Alternate serves a complete term the
2 appointment must be re-certified for the next term beginning on July 1.

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

Commented [4]: Same as C

5 F. Commissioners and Alternates serve at the pleasure of the appointing legislative body,
6 which may revoke a Commissioner or Alternate’s appointment at any time pursuant to
7 24 V.S.A. Section 4343(a).

8 G. ~~In the absence of the a Commissioner~~ When a Commissioner is unable to participate at
9 any meeting of the Board, the Alternate shall sit as the Commissioner and exercise all of
10 the authority of the Commissioner at that meeting.

Commented [5]: edit

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

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

15 Section 303: Voting

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

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

Commented [6]: Is this overridden by E committee B-2-j

21 Section 304: Resignation

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

23 Section 305: Attendance

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

Commented [7]: edit

Commented [8]: Add language to handbook as to being excused

27 ARTICLE 4: ORGANIZATION

28 Section 401: Board of Commissioners

29 The Board shall consist of the Commissioners and Alternates ,when a Commissioner is unable to
30 participate. ~~servicing in the absence of a Commissioner~~ It shall be the duty of each
31 Commissioner to regularly report on the activities of CVRPC to the legislative body and the local
32 planning commission of the municipality of the Commissioner’s appointment.

Commented [9]: edit

33 Section 402: Officers

34 A. CVRPC’s officers shall consist of a chair (the “Chair”), vice chair (the “Vice Chair”), and
35 secretary/treasurer (the “Secretary/Treasurer”), each of whom shall be duly appointed
36 Commissioners of member municipalities.

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

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

Commented [10]: edit

Commented [11]: edit

Commented [12]: edit

Section 403: Standing Committees

- 20 A. General
 - 21 1. Standing committees (the “Standing Committees”) have a long-term role in
 - 22 CVRPC’s operations and core programs.
 - 23 2. Each Standing Committee shall have rules of procedure approved by the Board
 - 24 (the “Rules of Procedure”). The Rules of Procedure shall specify the committee’s
 - 25 purpose, general activities, role, membership, voting procedures, officers,
 - 26 elections, attendance and quorums, communication and coordination, conflict of
 - 27 interest policy, and adoption of organizational procedures.
 - 28 3. Standing Committees may establish subcommittees and workgroups as needed
 - 29 to accomplish committee business.
 - 30 4. Unless otherwise specified in the Rules of Procedure, all Standing Committee
 - 31 members are eligible to vote on committee business.
 - 32 5. All Standing Committees shall maintain meeting minutes. Standing Committees
 - 33 shall report to the Board as it directs.
- 34 B. Executive Committee
 - 35 1. The executive committee (the “Executive Committee”) shall consist of seven
 - 36 Commissioners (in accordance with 24 V.S.A. Section 4343(b)), including the
 - 37 three (3) officers and four (4) at-large members who shall be elected at the
 - 38 Annual Meeting. Duly-appointed Commissioners are eligible for Executive

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

- 1 Committee membership. **The officers of the Board shall be the officers of the**
 2 **Executive Committee.**
- 3 2. The purpose and duties of the Executive Committee shall be to:
- 4 a. Oversee and approve an annual work plan and budget for CVRPC,
 5 including budget adjustments.
- 6 b. Set municipal dues.
- 7 c. Oversee and approve an organizational plan for CVRPC.
- 8 d. Authorize and accept grants, agreements and contracts with outside
 9 organizations and agencies.
- 10 e. Review and accept the annual audit.
- 11 f. Approve the addition and elimination of staff positions as recommended
 12 by the executive director. Adopt job descriptions and wage ranges for
 13 staff positions.
- 14 g. Adopt and oversee personnel, financial, procurement, operational and
 15 administrative policies and procedures.
- 16 h. Monitor emerging issues affecting CVRPC.
- 17 i. Approve agendas for Board meetings.
- 18 j. **Recommend to the Board or, if timing requires, take appropriate action**
 19 **on policy issues, including legislative issues, state or federal plans and**
 20 **policy, regional planning commission allocation formulas or other issues**
 21 **affecting the Central Vermont Region and its municipalities.**
- 22 k. **Act on behalf of the Board in the absence of a quorum of the Board when**
 23 **time precludes the delay of decision or action until the next regular**
 24 **meeting of the Board.**
- 25 l. Carry out other actions in accordance with 24 V.S.A. Section 4343(b) or as
 26 directed by a policy adopted by the Board.
- 27 C. Nominating Committee
- 28 1. The nominating committee (the “Nominating Committee”) shall consist of three
 29 (3) Commissioners or Alternate Commissioners. The Executive Committee shall
 30 nominate candidates for the Nominating Committee, taking demonstrated
 31 commitment to CVRPC into account. Nominees shall be submitted at the
 32 January Board meeting, and additional nominations may be made from the floor.
 33 The Board shall elect the Nominating Committee annually at its January meeting.
- 34 2. The purpose and duties of the Nominating Committee shall be to:
- 35 a. **Identify and recommend to the Board a slate of candidates for the**
 36 **positions of Chair, Vice Chair, Secretary/Treasurer and at-large members**
 37 **of the Executive Committee.**

Commented [13]: ??? see nominating committee line 2-2 a

Commented [14]: ??? See 303 line 19B

Commented [15]: This section is going to need work.

Commented [16]: ??????

Commented [17]: Should include term???

Commented [18]: ????? executive committee line 1-5

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

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36

b. The following requirements must be met by the candidates for the Secretary/Treasurer and Executive Committee member-at-large positions:

☑ has an attendance record that shows dedication to the Commissionst 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; a.

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

Commented [19]: edit

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.

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

- 1 b. Provide input and recommendations to the State, on behalf of the Board,
- 2 regarding Act 250 and Section 248 projects.
- 3 c. Provide guidance to the staff and the Regional Plan Committee on
- 4 amendments or changes to the Substantial Regional Impact criteria.
- 5 d. Provide the Board copies of all written decisions and recommendations
- 6 regarding Act 250 and Section 248 projects.

7 F. Municipal Plan Review Committee

- 8 1. The municipal plan review committee (the “Municipal Plan Review Committee”)
- 9 shall consist of five (5) members who shall be elected at the Board’s Annual
- 10 Meeting. At least two (2) members shall be Commissioners and no more than
- 11 (3) members shall be Alternate Commissioners.
- 12 2. The purpose and duties of the Municipal Plan Review Committee shall be to:
- 13 a. Review municipal plans for conformance to statutory requirements, in
- 14 accordance with 24 V.S.A. Section 4350(b), and make recommendations
- 15 for approval to the Board.
- 16 b. Review municipal enhanced energy plans for determination of energy
- 17 compliance, in accordance with 24 V.S.A. Section 4352(b).
- 18 c. Review municipal planning processes, in accordance with 24 V.S.A.
- 19 Section 4350(a), and make recommendations for confirmation to the
- 20 Board.
- 21 d. Review the compatibility of all municipal plans at least every eight years
- 22 and in accordance with 24 V.S.A. Section 4345a(9) and report its findings
- 23 to the Board.
- 24 e. Provide guidance to municipalities about future plan updates and ways to
- 25 strengthen planning efforts.

26 G. Transportation Advisory Committee

- 27 1. The transportation advisory committee (the “Transportation Advisory
- 28 Committee”) shall consist of municipal representatives and representatives from
- 29 transportation-related groups. Each of the member municipalities in the Central
- 30 Vermont Region is eligible to appoint one voting member and one alternate to
- 31 the Transportation Advisory Committee. Municipal participation is discretionary
- 32 and determined by appointment by the municipality’s legislative body. Upon the
- 33 approval of 51% of the Transportation Advisory Committee, other
- 34 transportation-related groups will be invited to appoint one voting member and
- 35 one alternate to the Transportation Advisory Committee.
- 36 2. Municipal legislative bodies shall certify the appointment of the committee
- 37 member and alternate in writing to CVRPC. Committee members and alternates
- 38 begin serving immediately upon certification of appointment unless otherwise
- 39 specified in the appointment.

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

- 1 3. Terms for committee members and alternates are one year, from July 1 to June
- 2 30. Committee members and alternates may be appointed to serve successive
- 3 terms.
- 4 4. Committee members and alternates who are appointed midterm shall serve out
- 5 the term ending June 30 and may continue serving for the subsequent term
- 6 starting July 1 without recertification. Once a committee member or alternate
- 7 serves a complete term the appointment must be re-certified for the next term
- 8 beginning on July 1. Committee members and alternates may continue serving
- 9 until reappointed or until a successor is appointed.
- 10 5. The Transportation Advisory Committee shall be advisory to the Board. The
- 11 Transportation Advisory Committee will offer advice, input, and opinions to the
- 12 Vermont Agency of Transportation and other organizations and individuals as
- 13 appropriate, provided that they are compatible with plans, policies, positions or
- 14 resolutions adopted by the Board. Transportation Advisory Committee advice,
- 15 input and opinions may be reviewed, confirmed or reversed by the Board at the
- 16 Board’s discretion. New or amended plans, policies, positions or resolutions by
- 17 the Transportation Advisory Committee shall be approved by the Board.
- 18 6. The purpose and duties of the Transportation Advisory Committee shall be to:
- 19 a. Oversee the CVRPC transportation planning program in accordance with
- 20 CVRPC plans, policies and procedures. This includes assisting with the
- 21 development of CVRPC’s annual transportation work program and
- 22 budget.
- 23 b. Develop and update a regional transportation element as part of the
- 24 Regional Plan.
- 25 c. Provide recommendations on funding and prioritization for the Agency of
- 26 Transportation’s Capital Budget and State Transportation Improvement
- 27 Program.
- 28 d. Act as a liaison between local communities and the Vermont Agency of
- 29 Transportation.
- 30 e. Provide local and regional input regarding transportation issues
- 31 important to the region.

Section 404: Special Committees

- 33 A. The Board may create special committees (“Special Committees”) as needed to address
- 34 specific tasks or to oversee or advise CVRPC projects or programs.
- 35 B. Special Committees may include Commissioners, Alternates, topic experts, interest
- 36 group representatives, or other public representatives as appropriate to accomplish the
- 37 purpose of the Special Committee. The Board shall appoint Commissioners or
- 38 Alternates to serve as members of Special Committees. Special Committee members

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

1 who are not Commissioners or Alternates shall be appointed as specified in the Special
2 Committee’s Rules of Procedure.

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

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

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

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

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

18 **Section 405: Appointed Representatives**

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

22 **Section 406: Staff**

23 A. CVRPC staff shall consist of an executive director (the “Executive Director”) and any
24 other administrative or technical staff as approved by the Executive Committee.

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

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

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

35 **ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS**

36 **Section 501: Nominations**

37 A. The Nominating Committee will be appointed in accordance with Section 403C.

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

- 1 B. The Nominating Committee shall seek to balance the interests of CVRPC in order to have
- 2 the Executive Committee and Standing Committees be as reflective of the Board as
- 3 possible.
- 4 C. The Nominating Committee shall follow its adopted Rules of Procedure and the adopted
- 5 Nominating Committee Guidelines.
- 6 D. The Nominating Committee shall present an initial slate of Officers and at-large
- 7 Executive Committee members at the Board’s April regular meeting, with a final slate of
- 8 candidates presented at the May regular meeting. Additional candidates may be
- 9 nominated from the floor at the May regular meeting **provided the candidate is present**
- 10 **to ~~except~~ accept the nomination or has provided a letter accepting the nomination**, at
- 11 which time nominations will be closed, and those nominations added to the slate.
- 12 E. The Nominating Committee shall present a slate of other Standing and Special
- 13 Committee members and other appointed representatives at the Board’s May regular
- 14 meeting. Additional candidates may be nominated from the floor at the May regular
- 15 meeting, at which time nominations will be closed, and those nominations added to the
- 16 slate.

Commented [20]: edit

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

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

Commented [BW21]: Per recommendation of G.Clain in 2/11 email.

Section 504: Vacancies

- 32 A. In the event of the death, resignation, or inability to act as a Commissioner, Officer, or
- 33 Committee member(s), a successor shall be elected or appointed in the same manner as
- 34 provided in the case of the original election or appointment
- 35 ~~In the event that any Officer or Executive Committee position is vacated, such vacancy~~
- 36 ~~shall be filled at the next regular Board meeting. Members so elected shall hold office~~
- 37 ~~only for the balance of the current year or until their successors are elected and~~
- 38 ~~installed.~~
- 39 B. Committee Rules of Procedure shall address vacancies on other committees.

Commented [22]: edit

Commented [23]: edit

Commented [24]: ????

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

1 **Section 505: Removal from Office**

- 2 A. Any Officer or member of any committee may be removed from a committee for
- 3 violations of CVRPC’s adopted Code of Conduct and Conflict of Interest Policy. Removal
- 4 requires a 60% vote of all members of the Board. Any action for removal must be
- 5 warned one month in advance of the Board meeting at which such a vote will be taken.
- 6 B. Commissioners and Alternates may only be removed from the Board through action by
- 7 their municipal governing body, in accordance with Section 302F.

8 **ARTICLE 6: MEETINGS**

9 **Section 601: Open Meeting Law**

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

12 **Section 602: Regular Board of Commissioners Meetings**

13 Regular meetings of the Board shall be held on the second Tuesday of the month, or as
14 otherwise determined by either the Executive Committee or the Board. The time and place of
15 the regular meetings shall serve the convenience of the greatest number of Commissioners, as
16 determined by the Board.

17 **Section 603: Annual Meeting**

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

19 **Section 604: Special Board of Commissioners Meetings**

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

22 **Section 605: Committee Meetings**

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

24 **Section 606: Notice of Meetings**

- 25 A. Notice of Board meetings shall be provided in accordance with the Open Meeting Law.
- 26 To the extent possible, CVRPC will provide five (5) days notice of meetings.
- 27 B. Notice of committee meetings shall be provided in accordance with the Open Meeting
- 28 Law. To the extent possible, CVRPC will provide five (5) days notice of meetings. Notice
- 29 and agendas for committee meetings shall be provided to Commissioners and
- 30 Alternates.

31 **Section 607: Quorum**

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

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

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

4 **Article 608: Parliamentary Authority**

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

8 **Section 609: Minutes and Public Records**

9 Minutes of all meetings of the Board and all committees established by the Board shall be kept
10 and copies shall be available to all Commissioners, member towns, and the general public in
11 accordance with the Vermont Public Records Act (codified at 1. V.S.A. Sections 315-320).

12 **ARTICLE 7: FUNDING**

13 **Section 701: Fiscal and Operational Year**

14 CVRPC’s fiscal and operational year shall be from July 1 to June 30 (the “Fiscal Year”).

15 **Section 702: Membership Assessment**

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

20 **Section 703: Grants, Contracts and Contributions**

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

24 **Section 704: Borrowing Authority**

25 CVRPC may borrow money and incur indebtedness for the purposes of purchasing or leasing
26 property for office space, establish and administer a revolving loan fund, or establish a line of
27 credit, if approved by a two-thirds vote of the Board. Any obligation by CVRPC incurred under
28 this section shall comply with the requirements set forth at 24 V.S.A. Section 4345(16)(B)(i)-(ii).

29 **Section 705: Signatory**

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

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

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

1 **ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS**

2 **Section 801: Participation**

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

7 **Section 802: Content of Agreement**

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

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

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

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

28 **Section 803: Termination of Agreement**

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

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

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

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

6 **Section 804: Other Contracted Services**

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

10 **ARTICLE 9: SUPPLEMENTARY PROVISIONS**

11 **Section 901: Indemnification**

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

17 **Section 902: Conflict of Interest**

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

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

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

26 **Section 904: Annual Report**

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

29 **Section 905: Audit**

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

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

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

36 **Section 907: Dissolution**

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

1 CVRPC shall be dissolved or terminated:

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

7 **Section 908: Amendments to Bylaws**

- 8 A. A proposed amendment shall be placed on the agenda for any regularly scheduled
- 9 meeting of the Board by vote of the Board or by vote of the Executive Committee.
- 10 B. The proposed amendment shall be discussed at the next regular meeting of the Board
- 11 and may be amended at that meeting. An affirmative vote of the Board is required to
- 12 advance the agreed upon proposed amendment. That vote must direct that the final
- 13 proposed amendment be placed on the agenda of a subsequent regular meeting for a
- 14 final vote.
- 15 C. After the affirmative vote described in 908B, a proposed amendment shall be placed on
- 16 the agenda for a final vote at a subsequent regular meeting of the Board. No
- 17 amendment to the proposed amendment shall be allowed at the Board meeting during
- 18 which the final vote is taken.
- 19 D. The proposed amendment shall become effective upon the affirmative vote of 60% of
- 20 the Commissioners. If a 60% affirmative vote is not attained, the proposed amendment
- 21 fails.

22 **Section 909: Severability**

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

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

26 Bylaws first adopted April 27, 1967.

- 27
- 28 Amended May 27, 1980.
- 29 Amended January 10, 1989.
- 30 Amended May 10, 1994.
- 31 Amended November 11, 1997.
- 32 Amended May 8, 2001.
- 33 Amended April 13, 2010.
- 34 Amended April 11, 2017.
- 35 Amended December 10, 2019.



Central Vermont Regional Planning Commission

MEMO

Date: February 12, 2021
To: Bylaw Work Group
From: Bonnie Waninger, Executive Director
Re: Upcoming Meetings

At its February 2 meeting, the Work Group requested staff provide a list of upcoming meetings dates, assuming the Work Group met bi-weekly. Those dates through the end of the fiscal year are:

March 2, Town Meeting Day
March 16
March 30

April 11
April 27

May 11
May 28

June 8
June 22