

**BYLAWS WORK GROUP****Tuesday, March 9, 2021****11:00 am*****Remote Participation via GoToMeetings<sup>1</sup>***

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**AGENDA****11:00<sup>2</sup> Adjustments to the Agenda****Public Comment****11:05 Minutes** (enclosed; action item)**11:10 Bylaw Review** (enclosed)

Continue discussion of areas of the current Bylaws that may need to be amended and identifying draft language.

**12:20 Next Steps**

Set date, time, and preliminary agenda for next meeting

**12:30 Adjourn****Next Meeting: March 30, 2021**

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<sup>1</sup> Dial-in telephone numbers are "Toll" numbers. Fees may be charged to the person calling in dependent on their phone service.

<sup>2</sup> All times are approximate unless otherwise advertised

**CENTRAL VERMONT REGIONAL PLANNING COMMISSION**  
**Bylaws Work Group**  
**DRAFT Meeting Minutes**  
**February 16, 2021**

Attendance: Steve Lotspeich, George Clain, Michael Gray

Staff: Bonnie Waninger

S. Lotspeich called the meeting to order at 11:05 am.

**Adjustments to the Agenda**

None.

**Public Comment**

None.

**Minutes**

G. Clain asked if any Commissioner input was received. B. Waninger indicated none had been.

*M. Gray moved to approve the February 2, 2021 minutes; G. Clain seconded. Motion carried.*

**Review Informational Materials**

The Work Group discussed how alternate commissioners are addressed by different RPCs.

**Bylaw Review**

The Work Group discussed bylaw update items recommended by staff. It reviewed the difference between purpose and duties for committees. The Committee requested staff:

- include purpose statements from the Rules of Procedure into the bylaws,
- provide the Work Group with a list of all committee purpose statements, and
- review the bylaws and Rules of Procedure and propose common language for committees.

The Work Group agreed to add the following for TAC: The TAC's purpose is to ensure local consultation and broad citizen participation in state and federal transportation planning and policy decisions.

The Work Group reviewed the elections process. Waninger noted that nominations from the floor are required by Roberts Rules of Order even when a slate is presented. The Group confirmed nominations from the floor should be accepted by the nominee. Regarding the mailed ballot process currently used by the Commission, the Group agreed to keep the mail-in ballot process and will consider using an absentee ballot process. Both the Commissioner and Alternate could be sent ballots with the Commission following a town elections process (name on ballot, checklist to confirm who voted,

1 alternate ballot remains sealed until its confirmed the commissioner didn't vote. The Group agreed to  
2 flag the issue of alternates voting for later discussion/language development.

3  
4 The Group discussed conflict of interest in regards to Commissioners voting on approval of their  
5 municipality's plan. Waninger noted the Board addressed this in the adopted Code of Conduct and  
6 Conflict of Interest policy.

7  
8 No additional items were identified for review.

9  
10 **Next Steps**

11 Clain will walk the Group through his comments at the next meeting. The Work Group will consider  
12 what to address prior to developing any language. The next meetings will be Tuesday, March 9<sup>th</sup> and  
13 March 30<sup>th</sup> at 11 am.

14  
15 **Adjourn**

16 *M. Gray moved to adjourn at 12:30 pm; S. Lotspeich seconded. Motion carried.*

17  
18 Respectfully submitted,

19  
20 Bonnie Waninger, Executive Director



**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

**ARTICLES OF CONSTITUTION AND BYLAWS OF  
THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION  
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**Articles of Constitution and Bylaws of CVRPC – Amended December 10, 2019****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

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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?



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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.

**Commented [4]:** Same as C

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 a Commissioner~~ **When a Commissioner is unable to participate** 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.

**Commented [5]:** edit

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.

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

### 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~~ **unexcused** 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.

**Commented [7]:** edit

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

## ARTICLE 4: ORGANIZATION

### Section 401: Board of Commissioners

The Board shall consist of the Commissioners and Alternates **,when a Commissioner is unable to participate.** ~~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.

**Commented [9]:** edit

### 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.

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#### 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 or has recused themselves.
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 for those duties that 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.

Commented [10]: edit

Commented [11]: edit

Commented [12]: edit

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

#### B. Executive Committee

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

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Committee membership. The officers of the Board shall be the officers of the Executive Committee.

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

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.

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

C. Nominating Committee

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

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.

**Commented [16]:** ???????

**Commented [17]:** Should include term???

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.

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

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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 Commission to 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.

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- 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.
  - 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.

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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

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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.

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- 1 B. The Nominating Committee shall seek to balance the interests of CVRPC in order to have  
 2 the Executive Committee and Standing Committees be as reflective of the Board as  
 3 possible.
- 4 C. The Nominating Committee shall follow its adopted Rules of Procedure and the adopted  
 5 Nominating Committee Guidelines.
- 6 D. The Nominating Committee shall present an initial slate of Officers and at-large  
 7 Executive Committee members at the Board's April regular meeting, with a final slate of  
 8 candidates 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 ~~ac~~excepting 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.

#### Section 502: Elections

18 A ballot, containing the final slate of Officers, Executive Committee, and other committee  
 19 candidates, shall be sent not more than five (5) days after the May regular meeting to all  
 20 Commissioners. The Secretary/Treasurer shall oversee vote counting and shall announce the  
 21 results at the Annual Meeting. The candidates receiving the most votes shall be elected. In the  
 22 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.

#### 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.~~

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

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

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

- 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 15<sup>th</sup> 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)-(ii).

**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.

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

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

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 31<sup>st</sup>.

**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**

**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.



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

**Amended by the Commissioners on 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

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. The legislative body of each  
27 member municipality may appoint one commissioner (a "Commissioner") and one  
28 alternate (an "Alternate") to the CVRPC Board of Commissioners (the "Board").
- 29 B. Municipal legislative bodies shall certify the appointment of their Commissioner and  
30 Alternate in writing to CVRPC. Commissioners and Alternates begin serving immediately  
31 upon certification of appointment unless otherwise specified in the appointment.  
32 Commissioners and Alternates may not vote or otherwise formally serve until such  
33 appointment has been certified.
- 34 C. Terms for Commissioners and Alternates are one year, from July 1 to June 30.  
35 Commissioners and Alternates may be appointed to serve successive terms.
- 36 D. Commissioners and Alternates who are appointed mid-term shall serve out the term  
37 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.
3. Standing Committees may establish subcommittees and workgroups as needed to accomplish committee business.
4. Unless otherwise specified in the Rules of Procedure, all Standing Committee members are eligible to vote on committee business.
5. All Standing Committees shall maintain meeting minutes. Standing Committees shall report to the Board as it directs.

B. Executive Committee

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.
  - 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.



- 1 D. Special Committees may establish subcommittees and workgroups as needed to  
2 accomplish committee business.
- 3 E. Unless otherwise specified in the Rules of Procedure, all committee members are  
4 eligible to vote on committee business.
- 5 F. Special Committees shall maintain meeting minutes and report to the Board as it  
6 directs.

7 **Section 405: Appointed Representatives**

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

11 **Section 406: Staff**

- 12 A. CVRPC staff shall consist of an executive director (the “Executive Director”) and any  
13 other administrative or technical staff as approved by the Executive Committee.
- 14 B. The Executive Director and staff shall implement the work plan approved by the  
15 Executive Committee and undertake other duties as the Board or Executive Committee  
16 assign.
- 17 C. All personnel matters shall be managed in accordance with the adopted Personnel  
18 Policies. Job descriptions for all staff shall be kept on file.
- 19 D. No person seeking employment or having business with CVRPC shall be discriminated  
20 against for reasons of race, color, national origin, ancestry, place of birth, religion,  
21 gender identity, sexual orientation, pregnancy, age, marital status, military/veteran  
22 status, genetic information, physical or mental disability, HIV status or any other  
23 characteristic protected by state or federal law.

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

25 **Section 501: Nominations**

- 26 A. The Nominating Committee will be appointed in accordance with Section 403C.
- 27 B. The Nominating Committee shall seek to balance the interests of CVRPC in order to have  
28 the Executive Committee and Standing Committees be as reflective of the Board as  
29 possible.
- 30 C. The Nominating Committee shall follow its adopted Rules of Procedure and the adopted  
31 Nominating Committee Guidelines.
- 32 D. The Nominating Committee shall present an initial slate of Officers and at-large  
33 Executive Committee members at the Board’s April regular meeting, with a final slate of  
34 candidates presented at the May regular meeting. Additional candidates may be  
35 nominated from the floor at the May regular meeting, at which time nominations will be  
36 closed, and those nominations added to the slate.

- 1 E. The Nominating Committee shall present a slate of other Standing and Special  
2 Committee members and other appointed representatives at the Board's May regular  
3 meeting. Additional candidates may be nominated from the floor at the May regular  
4 meeting, at which time nominations will be closed, and those nominations added to the  
5 slate.

6 **Section 502: Elections**

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

12 **Section 503: Terms of Office**

- 13 A. The terms of office for Officers and the Executive Committee are one year, from July 1  
14 to June 30.
- 15 B. The terms of office for other committees and appointments shall be from July 1 (or the  
16 date of appointment) to June 30, unless otherwise specified in the Committee Rules of  
17 Procedure.
- 18 C. For the terms of office for Commissioners and Alternates, see Section 302C of these  
19 Bylaws.

20 **Section 504: Vacancies**

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

26 **Section 505: Removal from Office**

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

33 **ARTICLE 6: MEETINGS**

34 **Section 601: Open Meeting Law**

35 All meetings of the Board and committees established by the Board are subject to the Vermont  
36 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 15<sup>th</sup> 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)-(ii).

**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

1 service approved by the parties to the agreement. A municipal service agreement shall  
2 include details regarding liability and enforcement.

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

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

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

#### 16 **Section 803: Termination of Agreement**

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

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

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

#### 33 **Section 804: Other Contracted Services**

34 Nothing within this article shall limit CVRPC's ability to enter into contracts or agreements to  
35 provide services with other entities or governmental organizations, including those serving  
36 multiple municipalities.

### 37 **ARTICLE 9: SUPPLEMENTARY PROVISIONS**

#### 38 **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 31<sup>st</sup>.

#### **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

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

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

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

#### 10 **Section 909: Severability**

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

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

14 Bylaws first adopted April 27, 1967.

15  
16 Amended May 27, 1980.

17 Amended January 10, 1989.

18 Amended May 10, 1994.

19 Amended November 11, 1997.

20 Amended May 8, 2001.

21 Amended April 13, 2010.

22 Amended April 11, 2017.

23 Amended December 10, 2019.



## MEMO

Date: February 19, 2021  
To: Bylaw Work Group  
From: Bonnie Waninger, Executive Director  
Re: Committee Purpose Statements

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At its February 16 meeting, the Work Group requested staff compile the purpose statements of each committee. Staff recommended the Commission consider listing the purpose and duties as separate items for each committee.

- The purpose of a committee describes how it contributes to the efficient operation of an organization (*why* is the committee needed?).
- The duties are the actions the Committee is expected/authorized to take to accomplish its purpose (*what* are the specific activities the Committee carries out).

### Purpose Statements

**Executive:** The Executive Committee shall facilitate the general operation of the Commission by acting on behalf of the Commission.

**Regional Plan:** To recommend updates to the Central Vermont Regional Plan and to oversee its implementation.

**Project Review:** The Project Review Committee (PRC) serves in an advisory capacity to the CVRPC Board of Commissioners for projects that are seeking a permit through Act 250 (10 V.S.A. Chapter 151) as a state designated statutory party; or projects seeking a Certificate of Public Good through Section 248 (30 V.S.A. Chapter 5) of Vermont Statute. The primary purpose of the PRC is to provide guidance to the Commissioners and staff on how and when the Regional Planning Commission participates in proceedings related to a specific project. This is a standing committee of the Regional Planning Commission and maintains an active role in review, oversight, and guidance on projects that meet the Region's threshold for Significant Regional Impact.

**Municipal Plan Review:** The Municipal Plan Review Committee (MPRC) serves in an advisory capacity to the CVRPC Board of Commissioners in the review and approval of member



municipalities plans as specified within 24 VSA Chapter 117 §4350(b) and §4352(b) and (c) of Vermont Statute.

**Nominating:** The Nominating Committee is responsible for nominating qualified candidates for election or appointment to the Executive Committee, Standing and Special Committees, and other organizations for which CVRPC appoints a representative.

**Transportation Advisory:** To oversee the Central Vermont Regional Planning Commission's (CVRPC) transportation planning program in accordance with CVRPC plans, policies, and procedures, to act as a liaison between local communities and the Vermont Agency of Transportation (VTrans), and to provide local and regional input regarding transportation issues important to the region.

**Clean Water Advisory:** To oversee the Central Vermont Regional Planning Commission's (CVRPC) water quality planning program in accordance with CVRPC plans, policies, and procedures, to act as a liaison between local communities and the Vermont Agency of Natural Resources (ANR), and to provide local and regional input regarding water quality issues important to the region.

**Brownfields Advisory:** The CVRPC Brownfields Program facilitates the return of undeveloped or underdeveloped properties with real or perceived contamination to more productive use in both the public & private sector.



## MEMO

Date: February 25, 2021

To: Bylaw Work Group

From: Bonnie Waninger, Executive Director

Re: Revised Committee Purpose Statements

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The purpose of a committee describes how it contributes to the efficient operation of an organization. It answers the question, “Why is this committee needed?” This memo offers alternatives to existing committee purpose statements for the Work Group’s consideration. Staff worked to bring the purpose statements into alignment by standardizing formatting, removing duties when they were included with the purpose, and massaging current wording into a clearer depiction of purpose.

The Committee can chose to discuss these purpose statement alternatives at this meeting, defer it to the next meeting, or not address the issue.

**Executive:** The primary role of the Executive Committee is to support the Board of Commissioners by facilitating the general operation of the Commission and by acting on behalf of the Board in the absence of a Board quorum when time precludes the delay of decision or action.

**Regional Plan:** The primary role of the Regional Plan Committee is to support the Board of Commissioners by making recommendations regarding the Commission’s duties as specified within 24 V.S.A. [§ 4345a](#)(5) – preparation of a regional plan and amendments - and providing advice and recommendations on plans, policies, programs, budgets, and issues related to Plan implementation.

**Project Review:** The primary role of the Project Review Committee is to support the Board of Commissioners by fulfilling the Commission’s statutory role as specified within 24 V.S.A. [§ 4345a](#)(13) and (14), commonly referred to as Act 250 (10 V.S.A. Chapter 151) and Section 248 (30 V.S.A. Chapter 5).

**Municipal Plan Review:** The primary role of the Municipal Plan Review Committee is to support the Board of Commissioners by making recommendations regarding the Commission's duties as specified within 24 V.S.A. [§ 4350](#)(a) and (b) - review and consultation regarding municipal planning effort - and [§ 4352](#)(b) - municipal plan determination of energy compliance.

**Nominating:** The primary role of the Nominating Committee is to support the Board of Commissioners by nominating qualified candidates for election or appointment to Standing and Special Committees and to other organizations for which the Board appoints a representative.

**Transportation Advisory:** The primary role of the Transportation Advisory Committee is to support the Board of Commissioners by ensuring local consultation and broad citizen participation in the Commission's and State of Vermont's transportation planning program.

**Clean Water Advisory:** The primary role of the Clean Water Advisory Committee is to support the Board of Commissioners by providing local and regional input into the development and update of State of Vermont tactical basin plans.

**Brownfields Advisory:** The primary role of the Brownfields Advisory Committee is to support the Board of Commissioners by fostering the return to use of properties whose expansion, redevelopment or reuse is complicated by the presence or potential presence of a hazardous substance, pollutant or contaminant.