

**BYLAWS WORK GROUP****Wednesday, April 28, 2021****10:30 am*****Remote Participation via GoToMeetings¹***

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AGENDA**11:00² 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 identify draft language.

12:20 Next Steps

Set date, time, and preliminary agenda for next meeting(s)

12:30 Adjourn**Next Meeting: Tuesday, May 11, 2021 at 11:00 am**

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

CENTRAL VERMONT REGIONAL PLANNING COMMISSION
Bylaws Work Group
DRAFT Meeting Minutes
April 13, 2021

Attendance: Steve Lotspeich, George Clain, Michael Gray

Staff: Bonnie Waninger

S. Lotspeich called the meeting to order at 11:01 am.

Adjustments to the Agenda

None.

Public Comment

None.

Minutes

M. Gray moved to approve the March 30, 2021 minutes; G. Clain seconded. Motion carried.

Bylaw Review

The Work Group discussed Section 403, Standing Committees and reviewed the staff memo regarding revised committee purpose statements. Substantial discussion ensued regarding:

- The type of information that should be included in the bylaws, in committee Rules of Procedure, or in committee guidance.
- Approaches the Work Group could use to bring language related to committee purpose and duties into alignment across committees, especially related to translation into Rules of Procedure.
- Clarifying whether officers are officers of the Board or of the Executive Committee.
- Eligibility for serving on the Executive Committee.
- Purpose and duties of the Executive, Nominating, Regional Plan, and Project Review Committees.

The Work Group requested staff incorporate its changes and staff recommendations into the bylaw document as distribute a revised document as soon as possible. The Work Group also requested staff include Board Adopted Guidance to the Nominating Committee and the Nominating Committee memo to the Executive Committee with the next meeting packet.

Next Steps

The next meetings will be Wednesday, April 28th at 10:30 am and Tuesday, May 11 at 11 am. The Committee set its regular meeting dates as the second Tuesday of the month at 11 am and the fourth Wednesday of the month at 10:30 am through the conclusion of its work.

Work Group members agreed the next meeting would include reviewing recommendations from the FY22 Nomination Committee to the Executive Committee and, at time allows, continued review committee purpose and need. The Work Group requested staff contact the Nominating Committee Chair and invite her to discuss the Committee's recommendations with the Work Group at its May 11 meeting. Clain said he would like a future meeting to discuss elections and whether a ballot process is warranted when elections are not contested.

Adjourn

M. Gray moved to adjourn at 12:40 pm; G. Clain seconded. Motion carried.

Respectfully submitted,

Bonnie Waninger, Executive Director



MEMO

Date: April 18, 2021
To: Bylaw Work Group
From: Bonnie Waninger, Executive Director
Re: Bylaws, Rules of Procedure, and Guidance Contents

This memo offers background in regards to what types of information should be included in bylaws, guidance, and rules of procedure based on staff research and knowledge.

Bylaws

Bylaws are an **organization's structural framework**. They define the primary characteristics of the organization, describe how it functions, and state the rights and duties of members.

- Bylaws include rules that are so important they cannot (and should not) be changed easily. They are items that the Board will not waive unless absolutely necessary. Ex. the annual meeting was moved in 2020 in response to the COVID-19 pandemic.
- Bylaws should not constrain the organization's ability to adapt its operating environment over time.
- Bylaws should include at least these nine pieces of information: name, reason for existing, members, officers, meetings, executive board, committees, parliamentary authority, and amendment procedures.

Rules of Procedure

Rules of Procedure are the Board's direction regarding **committee administration, management, and behavior**. They refine how a committee will operate and can include special rules pertinent to a specific committee. Ex. membership of non-Commissioners/Alternates and whether a committee makes recommendations to the Board or can act within Board policy and procedure without Board consultation.

Guidance

Guidance augments the framework with direction about **organizational practices and customs** (i.e. "we've always done it that way"). Guidance is Board direction for the way the organization operates for items the Board wants the ability to adapt/refine as needed. Ex. Preference to have all willing Commissioners and Alternates participate on committees prior to having a Commissioner participate in 2 or more committees.



MEMO

Date: April 18, 2021
 To: Bylaw Work Group
 From: Bonnie Waninger, Executive Director
 Re: Nominating Committee Recommendations

This memo offers a potential structure and recommendations for discussing points raised in the Nominating Committee's memo to the Executive Committee. The packet also includes a memo from the FY22 Nominating Committee to the FY23 Nominating Committee regarding a potential process to facilitate nominations.

Item for Consideration	Bylaw	Rules of Procedure	Guidance
Lack of Committee institutional memory	Option: Section 501.C.1.could be updated to convert the Board's long-term practice of disallowing participation in two successive Nominating Committees into a bylaw requirement	Option: Update the Rules of Procedure Incorporate the Board long-term practice that a member cannot serve two successive terms on the Nominating Committee into the membership section of the Committee Rules of Procedure	The Committee Guidance could be updated to include a minimum process (roadmap) for the Nominating Committee to follow
Lack of process for identifying candidates for Committees other than Executive and for appointments	Section 501 could be updated to state that interest in committee participation will be solicited from all Commissioners and Alternates	No action recommended	The FY22 Nominating Committee process could be incorporated into Committee Guidance or the Nominating Committee could have Board-adopted Rules of Process, similar to the Project Review Committee

Item for Consideration	Bylaw	Rules of Procedure	Guidance
Sequence and timing of nominations process	Consider whether to modify the process sequence and timing. Offering a draft slate allows the Board to consider the nomination prior to making nominations from the floor.	If the sequence and timing of the nominations process is recommended to be changed, considering incorporating a requirement that nominations be presented in writing to the Board as part of the meeting packet.	No action recommended
Nomination of non-Board members to committees	No action recommended	Amended Rules of Procedure to reflect how outside members of committees will be identified and appointed. Recommend staggered terms and term limits for non-Board appointees to insure new views are incorporated over time while maintaining some institutional memory.	No action recommended



MEMO

Date: March 24, 2021
To: CVRPC Executive Committee
From: FY22 Nominating Committee
Subject: Recommendations for the Nomination Process

The Nominating Committee met four times between January and April to carry out its charge. Based on our experiences, we offer several recommendations.

1. It has been CVRPC's practice for Nominating Committee to have no overlap from year to year, so there is no institutional memory. The Committee should not have to reinvent the wheel every year. We tried to develop a process that could be followed in subsequent years, and have documented our approach in a "roadmap" memo for our successors. This informal approach to institutional memory relies on staff to provide this information and supporting tools to future Nominating Committees. It may be worth having staff make a recommendation as to how much of the process should be formally institutionalized in the Nominating Committee Guidelines.
2. The Nominating Committee Guidelines were originally developed when the Committee was only charged with identifying candidates for Officers and At-Large Executive Committee members. Accordingly, most of the guidance focuses on these positions. The only real guidance for the other committees is to have "all the committees be as reflective of the Commission as possible." We brainstormed other considerations for identifying committee slates:
 - a) When possible, balance committee membership from large and small municipalities in order to provide a range of viewpoints.
 - b) When possible, use continuity of members to maintain institutional knowledge.
 - c) When possible, ensure that each committee has one or more members who can provide formal or informal leadership within the committee.
 - d) When possible, introduce new views and develop commissioners by integrating new committee members.
 - e) Match those who want to serve on a committee with a committee they are interested in.
 - f) People who only want to serve on one committee should only be asked to serve on one

committee.

- g) Integrate new commissioners on a committee to build ties with the Commission's work.
- h) To the extent possible, avoid placing a commissioner and an alternate from the same town on the same committee.
- i) If there is sufficient overall interest in serving, limit the number of committees to two (possibly three) per person, so that other commissioners can also serve.

We recommend that some version of these considerations be included in the Nominating Committee Guidance.

3. Consider whether the sequence and timing outlined in the Bylaws is still appropriate. The Bylaws direct the Nominating Committee to offer a draft slate of Officers and Executive Committee members in April, with a complete final slate of Officers and all committee members in May. We did not need the time between the April and May meetings to finalize the slates. Does the draft slate of Officers and Executive Committee members serve an important purpose, or is it merely a legacy from a different era? If the draft slate is determined to not be necessary, consider revising the nominations schedule in the Bylaws so that the Nominations Committee is appointed at the February meeting and presents just a complete (final) slate at the May Board meeting.
4. The Clean Water Advisory Committee Rules of Procedure have the municipal and other outside members appointed by the Board. This implies that the Nominating Committee needs to identify a slate for these seats. It is unrealistic to ask the Nominating Committee to search outside our organization for interested individuals. Either the Clean Water Advisory Committee should appoint these members, based on staff recommendations (the way the Brownfields Advisory Committee does) or staff should make recommendations to the Nominating Committee. For either case, the Clean Water Advisory Committee Rules of Procedure should be amended to reflect how outside members of this committee will be identified and appointed.



MEMO

March 24, 2021

To: FY23 Nominating Committee
From: FY22 Nominating Committee
Subject: Roadmap and Lessons Learned

With CVPRC's practice note to have member overlap from year to year, Nominating Committee is unique among CVRPC's committees in having no institutional memory. This makes the process of nominating full slates of nominees for all of CVRPC's committees challenging. This memo is intended to provide a roadmap for our successors by sharing our process and lessons learned.

Task 1: Review the Nominating Committee Rules of Procedure and Guidance. This is your official charge from the Commission. The guidance provides some criteria for committee membership; we identified the following additional criteria:

- Are there committees for which a balance of perspectives is very important?
- Match those who want to serve on a committee with a committee they are interested in.
- Integrate new commissioners on a committee to build ties with the Commission's work.
- To the extent possible, avoid placing a commissioner and an alternate from the same town on the same committee.
- When possible, use continuity of members to maintain institutional knowledge.
- When possible, introduce new views and develop commissioners by integrating new committee members.
- People who only want to serve on one committee should only serve on one committee.
- If there is sufficient overall interest in serving, limit the number of committees to two (or three) per person, so that other commissioners also can serve.
- Try to ensure that there is potential leadership on the committee (not necessarily the chair).
- Try to ensure big town/small town balance on committees.

Task 2: Obtain a current membership list for all committees, including when everyone's terms ends.

Task 3: Contact Executive Committee members to determine whether they want to continue. By practice, the chair serves two one-year terms in that capacity and the past-chair serves two one-year terms as an At-Large member before rotating off the committee.

Task 4: Ask all Commissioners and Alternates whether they want to serve on a committee. We had staff email a short questionnaire that asked whether they wanted to serve on a committee, their 1st, 2nd and 3rd committee choice, and whether they were willing to serve on more than one committee. Staff compiled all the responses in an Excel workbook, with an overall summary tab and separate tabs for each committee. This was very helpful. Staff can provide you copies of the questionnaire and Excel workbook for you to use or adapt.

Task 5: Figure out nominations for Officers and Executive Committee first. Each member of Nominating Committee identified three possible persons for Officers and each open position. We discussed each name then ranked our top three candidates. The top one or two candidates became apparent quickly. Commissioners who are not on Executive Committee may not indicate an interest in serving on this committee; if filling an open seat you may have to ask someone if they are willing to serve. Contact proposed nominees and confirm that they are willing to serve in the capacity you are trying to fill; you may need to ask your second choice. One of the challenges is that many good candidates may be willing to serve on Executive Committee but may not be willing or able to serve as an Officer. When filling an open position on Executive Committee, it is a good idea to think of who would make a good future chair.

Task 6: Figure out nominations for the other committees. This may take more than one meeting. We found it helpful to first identify “core” members for each committee, usually key members who could provide continuity but occasionally also members who could provide leadership to the committee (not necessarily as a chair). Afterwards we each proposed a few names who expressed an interest in the committee and who could provide fresh views (turnover) and committee balance. It is a puzzle! Some Commissioners are already serving unexpired terms on committees. Other Commissioners only want to serve on one committee. We tried hard to make sure that everyone who wanted to serve was nominated for a committee, and also that no one served on more than three committees. It took a few repetitions for each committee to have a consensus on a proposed slate, but it was easier than we thought it would be.

Task 7: Confirm that proposed nominees will accept the nomination and serve if elected. It would be embarrassing for everyone to nominate someone who didn’t want to serve in that capacity! We divided this task up and reached out individually by phone or email, as seemed most comfortable. We sent email confirmations to staff, who kept track of the responses.

Task 8: Propose a draft slate of nominees for Officers and Executive Committee in April. This is per the bylaws. We prepared a memo to put in the Board agenda packet. Staff can provide you a copy of the memo we used for you to adapt.

Task 9: Propose a final slate of nominees for all positions in May. This is also per the bylaws. We were actually done well in advance. Again, we prepared a memo to put in the Board agenda packet. Staff can provide you a copy of the memo we used for you to adapt.

If this roadmap has been helpful, please consider updating it and have staff file it with materials for the next Nominating Committee.



NOMINATING COMMITTEE

RULES OF PROCEDURE

PURPOSE: 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.

GENERAL ACTIVITIES:

- ◆ Identify and recommend to the Board a slate of candidates for the positions of Chair, Vice Chair, Secretary/Treasurer and at-large members of the Executive Committee.
- ◆ Identify and recommend to the Board candidates for Standing and Special Committees and CVRPC representatives appointed by the Board to other organizations.

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

MEMBERSHIP: The Nominating Committee shall consist of three (3) Commissioners or Alternate Commissioners. 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. If any member of the Committee resigns, the Executive Committee shall appoint additional members to the Committee to maintain the nomination schedule.

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

Committee to maintain the nomination schedule.

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

COMMUNICATION AND COORDINATION:

- ◆ Meetings shall be noticed and held in accordance with Vermont Open Meeting Law.
- ◆ Minutes of all regular and special meetings will be prepared by staff, distributed to Committee members and interested parties, and made available to the public in accordance with open meeting and public records laws described in 1 V.S.A. §§ 310-320.
- ◆ Commissioners and Alternate Commissioners are encouraged to offer input on nominations and are encouraged to bring up items of local or regional concern for Committee consideration.

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

ADOPTION OF PROCEDURES: The Nominating Committee may, at any time, vote to recommend amendments of these procedures, upon 51% vote of the Committee membership. Proposed amendments will then be forwarded to the Executive Committee and interested parties. The Executive Committee then will make a recommendation to the Board of Commissioners regarding adoption.

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

Recommended by the Executive Committee: 01/04/21

Adopted by the Board of Commissioners: 01/12/21



Laura Hill-Eubanks, Chair
CVRPC Board of Commissioners



ATTACHMENT A

Nominating Committee Guidelines

Adopted by the Board of Commissioners 01/12/21

The Nominating Committee's prime consideration shall be the best interest of the Commission and its future.

The Nominating Committee shall seek to balance the interests of the Commission to have all committees be as reflective of the Commission as possible.

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

The quality of participation on a given committee is more important than length of stay on a committee. Candidates willing to dedicate one year to a committee should be considered.

To continuously provide fresh views and to foster knowledge of and participation in CVRPC, the Nominating Committee periodically should consider having a small turn over in members of the committees.

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

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

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

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



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

Amended by the Commissioners on December 10, 2019

Draft as of 04/13/21
Yellow highlight signifies end point for previous review

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

6	ARTICLE 1:	NAME AND ADDRESS	1
7	ARTICLE 2:	POWERS AND PURPOSES	1
8	Section 201:	Legal Basis	1
9	Section 202:	General Purpose	1
10	Section 203:	Regional Planning.....	1
11	Section 204:	Municipal Planning.....	1
12	Section 205:	Studies, Plans and Implementation	1
13	Section 206:	Municipal Service Agreements	2
14	Section 207:	Other Duties and Responsibilities.....	2
15	ARTICLE 3:	MEMBERSHIP AND REPRESENTATION	2
16	Section 301:	Member Municipalities.....	2
17	Section 302:	Appointment and Terms of Commissioners and Alternates	2
18	Section 303:	Voting.....	3
19	Section 304:	Resignation	3
20	Section 305:	Attendance.....	3
21	ARTICLE 4:	ORGANIZATION	4
22	Section 401:	Board of Commissioners	4
23	Section 402:	Officers.....	4
24	Section 403:	Standing Committees.....	4
25		A. General.....	4
26		B. Executive Committee	5
27		C. Nominating Committee	6
28		D. Regional Plan Committee	6
29		E. Project Review Committee	7
30		F. Municipal Plan Review Committee	7
31		G. Transportation Advisory Committee.....	8
32	Section 404:	Special Committees	9
33	Section 405:	Appointed Representatives	9
34	Section 406:	Staff	9
35			
36	ARTICLE 5:	NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS	10
37	Section 501:	Nominations.....	10
38	Section 502:	Elections	10
39	Section 503:	Terms of Office.....	10

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

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 (b) 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(aA), 4348, and
24 4350- and 4352.

25 **Section 204: Municipal Planning**

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

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

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

31 In accordance with the provisions of 24 V.S.A. Section 4345, CVRPC may undertake
32 comprehensive planning and studies, and make recommendations on land development; urban
33 renewal; transportation; economic, industrial, commercial and social development; urban
34 beautification and design improvements; historic and scenic preservation; capital investment
35 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(bB), 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 or assigned alternates. The
27 legislative body of each member municipality may appoint one commissioner (a
28 "Commissioner") and one alternate (an "Alternate") to the CVRPC Board of
29 Commissioners (the "Board").
- 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.
- 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

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 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.

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. A Commissioner may make a motion to "postpone" ~~P~~rior 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 ~~may~~shall be postponed pending approval of the Board of Commissioners, 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~~ notification to the Chair and/or staff 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

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

22 **Section 403: Standing Committees**

23 A. General

- 24 1. Standing committees (the "Standing Committees") have a long-term role in
 25 CVRPC's operations and core programs.
- 26 2. The Board shall elect Standing Committee members at its annual meeting unless
 27 otherwise specified.
- 28 3. Each Standing Committee shall have rules of procedure approved by the Board
 29 (the "Rules of Procedure"). The Rules of Procedure shall specify the committee's
 30 purpose, general activities, role, membership, voting procedures, officers,
 31 elections, attendance and quorums, communication and coordination,
 32 adherence to CVRPC's conflict of interest policy, and adoption of organizational
 33 procedures.
- 34 3. The advice, input, and opinions provided to outside parties by any committee
 35 may be reviewed, confirmed or reversed by the Board of Commissioners at the
 36 Board's discretion.
- 37 4. Standing Committees may establish subcommittees and workgroups as needed
 38 to accomplish committee business.

Commented [BW1]: The Bylaw Work Group reviewed changes through Section 403 403D2 at its previous meeting. It subsequently requested staff inert recommended information for committee purpose and duties which resulted in new recommendations, such as the item in 403A3.

Commented [BW2]: This was tucked in the Project Review Committee's Rules of Procedures. It would be helpful to include it in the General section to clarify it applies to any committee.

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

3 ~~56.~~ All Standing Committees shall maintain meeting minutes. Standing Committees
4 shall report to the Board as it directs.

5 B. Executive Committee

6 1. The executive committee (the "Executive Committee") shall consist of seven
7 Commissioners (in accordance with 24 V.S.A. Section ~~4343(b)~~), including the
8 three (3) officers of the Board and four (4) at-large members ~~who shall be~~
9 ~~elected at the Annual Meeting~~. Duly-appointed Commissioners who have an
10 attendance record that shows dedication to CVRPC, served on the Board for at
11 least one year, and participated on one or more committees during their term
12 are eligible for Executive Committee membership. ~~The officers of the Board~~
13 ~~shall be the officers of the Executive Committee.~~

14 2. The purpose of the Executive Committee ~~is to facilitate the general operation of~~
15 ~~the Commission by acting on behalf of the Commission.~~ is to support the Board
16 of Commissioners by facilitating the general operation of CVRPC and by acting on
17 behalf of the Board in the absence of a Board quorum when time precludes the
18 delay of decision or action.

19 3. ~~The and~~ duties of the Executive Committee shall be to:

20 a. Oversee and approve an annual work plan and budget for CVRPC,
21 including budget adjustments.

22 b. Recommend ~~Set~~ municipal dues.

23 c. Oversee and approve an organizational plan for CVRPC.

24 d. Authorize and accept grants, agreements and contracts with outside
25 organizations and agencies.

26 e. Review and accept the annual audit.

27 f. Approve the addition and elimination of staff positions as recommended
28 by the executive director. Adopt job descriptions and wage ranges for
29 staff positions.

30 g. Adopt and oversee personnel, financial, procurement, operational and
31 administrative policies and procedures.

32 h. Monitor emerging issues affecting CVRPC.

33 i. Approve agendas for Board meetings.

34 j. Recommend to the Board or, if timing requires, take appropriate action
35 on policy issues, including legislative issues, state or federal plans and
36 policy, regional planning commission allocation formulas or other issues
37 affecting the Central Vermont Region and its municipalities.

Commented [BW3]: The Work Group requested to discuss this with the Nominating Committee before Executive Committee. How does this work with Nominating Committee process in the past and into the future?

Commented [BW4]: Should the Board review and adopt the budget/amendments and work plan as part of its fiduciary responsibilities?

Commented [BW5]: Should the Board review and accept the annual audit as part of its fiduciary responsibilities?

Commented [BW6]: Recommend removing as superfluous or adding language to define what action the Committee is expected to take. Ex. ...and inform the Board...

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.~~

Commented [BW7]: This duty can be removed if it is included as a purpose of the Committee.

l. Nominate candidates for the Nominating Committee, taking demonstrated commitment to CVRPC into account.

m. Draft or review and recommend Committee Rules of Procedure to the Board.

Commented [BW8]: The Committee has been providing this role to build consistency among Rules of Procedure. Should it be an official duty of the Committee?

m. 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 [BW9]: Recommend removing this language as unnecessary. If the Board adopts a policy that relates to the Exec Com, that would be "as directed by the Board". If the language remains as is, it could be interpreted to mean the Board could not direct Exec to take action unless it adopted a policy.

C. Nominating Committee

1. The nominating committee (the "Nominating Committee") shall consist of three (3) ~~members~~ Commissioners or Alternate Commissioners. At least two (2) members shall be Commissioners and no more than one (1) member shall be an Alternate Commissioner. ~~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 [BW10]: If this is a duty of the Executive Committee, it should be moved to the Executive Committee's duties.

2. The purpose ~~and duties~~ of the Nominating Committee ~~shall be to seek out qualified candidates to be nominated for election or appointment of Officers of the Board, at large members of the Executive Committee, Standing and Special Committees, and other organizations for which CVRPC appoints a representative. is to support the Board of Commissioners by nominating qualified candidates for positions and committees when directed by the Board.~~ for election or appointment to Standing and Special Committees and to other organizations for which the Board appoints a representative.

Commented [BW11]: Recommend deleting this text as it is duplicative of text in Article V, Section 1. Nominations. Also, the text refers to the nominations process, not the Nominating Committee.

Commented [BW12]: Parking Lot: discuss nominations process.

3. The duties of the Nominating Committee shall be:

a. Identify and recommend to the Board a slate of candidates for the Board positions of Chair, Vice Chair, and Secretary/Treasurer ~~Identify and recommend to the Board a slate of candidates for the positions of Chair, Vice Chair, Secretary/Treasurer of the Board of Commissioners 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.

c. Identify and recommend to the Board candidates for other positions when directed by the Board.

Commented [BW13]: Recommend removing this as duplicative of the Committee's duties.

D. Regional Plan Committee

1. The regional plan committee shall consist of five (5) ~~members~~Commissioners or Alternate Commissioners (the "Regional Plan Committee") ~~who shall be elected at the Board's Annual Meeting. At least three (3) members shall be Commissioners and no more than two (2) members shall be Alternate Commissioners.~~
2. The purpose ~~and duties~~ of the Regional Plan Committee ~~shall be to recommend updates to the Central Vermont Regional Plan and to oversee the Plan's implementation.~~ is to support the Board of Commissioners by making recommendations regarding CVRPC's duties as specified within 24 V.S.A. Section 4345a(5) - preparation of a regional plan and amendments - and regarding implementation of the regional plan.
3. The 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. Provide advice and recommendations on plans, policies, programs, budgets, and issues related to Plan implementation.
 - c. Oversee other tasks related to the Regional Plan as assigned by the Board or required or permitted by the Act.

Commented [BW14]: I had recommended this be included in the purpose but it seems more appropriate as a duty. The purpose statement was adapted to have more general language related to implementation.

E. Project Review Committee

1. The project review committee (the "Project Review Committee") shall consist of five (5) members plus one (1) committee alternate. ~~At least four (4) of the members/the alternate shall be Commissioners and no more than two (2) members/the alternate shall be Alternate Commissioners, 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 Term of membership shall be three years, members and the committee alternate shall have staggered three-year terms.~~
2. The ~~purpose of 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. is to support the Board of Commissioners by fulfilling the CVRPC's statutory role as specified within 24 V.S.A. Section 4345a(13) and (14). These items are commonly referred to Act 250 (10 V.S.A. Chapter 151) and Section 248 (30 V.S.A. Chapter 5).~~
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.

Commented [BW15]: Recommend removing this language as unnecessary due to changes in the Nominating Committee's duties.

Formatted: Strikethrough

Commented [BW16]: The terms have now been staggered and this language is no longer necessary.

Formatted: Strikethrough

- b. ~~Provide input and recommendations to the State, on behalf of the Board, regarding Act 250 and Section 248 projects. Offer advice, input, and opinions to applicants, the District 5 Environmental Commission, the Vermont Public Utility Commission, and other organizations and individuals as appropriate, consistent with plans, policies, positions or resolutions adopted by the Board of Commissioners.~~
- c. Provide ~~recommendations~~ 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 ~~three~~ (3) members shall be Alternate Commissioners.
2. The purpose ~~and duties~~ of the Municipal Plan Review Committee shall be to ~~The Municipal Plan Review Committee serves in an advisory capacity to the CVRPC Board of Commissioners in the review and approval of member municipalities plans as specified within 24 V.S.A. Chapter 117 §4350(b) and §4352(b) and (c) of Vermont Statute.~~ support the Board of Commissioners by making recommendations regarding the Commission's duties as specified within 24 V.S.A. Sections 4350(a) and (b) - review and consultation regarding municipal planning effort – and Section 4352(b) - municipal plan determination of energy compliance.
3. The 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 ~~regarding~~ 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) , and make recommendations regarding certification to the Board.
 - 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.~~
43. 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. ~~If reappointed by their municipality, Committee members and alternates may serve successive terms. 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.~~
64. The purpose of the Transportation Advisory Committee ~~shall be to oversee the CVRPC's transportation planning program in accordance with CVRPC's 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. is to support the Board of Commissioners by ensuring local consultation and broad citizen participation in CVRPC and State of Vermont transportation planning programs.~~
7. ~~The and~~ duties of the Transportation Advisory Committee shall be to:
 - a. Oversee the CVRPC transportation planning program in accordance with

Commented [BW17]: First sentence is duplicative of terms discussed in Section 503. The second sentence was moved to #3 below, which discusses terms and slightly rewritten to align with other text in the paragraph.

Commented [BW18]: Duplicative of the Committee's duties.

CVRPC plans, policies and procedures, ~~including. 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 Vermont 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. The advice, input, and opinions provided to outside parties by any committee may be reviewed, confirmed or reversed by the Board of Commissioners at the Board's discretion.
- 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, adherence to CVRPC's or other required conflict of interest policy, and adoption of organizational procedures.
- E. Special Committees may establish subcommittees and workgroups as needed to accomplish committee business.
- F. Unless otherwise specified in the Rules of Procedure, all committee members are eligible to vote on committee business.
- G. Special Committees shall maintain meeting minutes and report to the Board as it directs.

Commented [BW19]: VT DEC may dictate a specific conflict of interest policy for the Basin Water Quality Council that differs from CVRPC's policy.

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 assigned by ~~as~~ the Board or Executive Committee ~~assign~~.
- C. All personnel matters shall be managed in accordance with the adopted Personnel Policies. Job descriptions for all staff shall be kept on file.
- D. No person seeking employment or having business with CVRPC shall be discriminated against for reasons of race, color, national origin, ancestry, place of birth, religion, gender identity, sexual orientation, pregnancy, age, marital status, military/veteran status, genetic information, physical or mental disability, HIV status or any other characteristic protected by state or federal law.

ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS**Section 501: Nominations**

- A. The Nominating Committee will be appointed in accordance with Section 403C.
- B. The Nominating Committee shall seek to balance the interests of CVRPC in order to have the Executive Committee and Standing Committees be as reflective of the Board as possible.
- C. The Nominating Committee shall follow its adopted Rules of Procedure and the adopted Nominating Committee Guidelines.
- D. The Nominating Committee shall present an initial slate of Officers and at-large Executive Committee members at the Board's April regular meeting, with a final slate of candidates presented at the May regular meeting. Additional candidates may be nominated from the floor at the May regular meeting provided the candidate is present to except-accept the nomination or has provided a letter ac~~excepting the nomination~~, at which time nominations will be closed, and those nominations added to the slate.
- E. The Nominating Committee shall present a slate of other Standing and Special Committee members and other appointed representatives at the Board's May regular meeting. Additional candidates may be nominated from the floor at the May regular meeting, at which time nominations will be closed, and those nominations added to the slate.

Section 502: Elections

Commented [BW20]: Recommend striking this language. This is guidance to the Committee.

Commented [BW21]: Recommend striking this language. Rules of Procedure and committee Guidance are covered in text for the Standing and Special Committees.

Commented [22]: edit

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

Section 503: Terms of Office

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

Section 504: Vacancies

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

Section 505: Removal from Office

- A. Any Officer, or member of any committee or representative to another body elected/appointed by CVRPC may be removed from their position 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

Commented [BW23]: The Work Group discussed reviewing whether a written ballot process was the most effective election method given the nominations process. It tabled the discussion until Section 502 was discussed.

Commented [BW24]: Is the Board electing the membership of all committees or should this process be modified? Ex. Nominating Committee produces nominations for Board discussion, and either the Board uses a voice vote to elect the slate or the Chair appoints the slate. Tallying written votes for multiple committees will be time intensive and may not be necessary given the nominations process.

What happens with the nominations for other appointed representatives? Are these positions elected by the Board or appointed/confirmed via another process?

Commented [BW25]: Per recommendation of G.Clain in 2/11 email.

Commented [BW26]: Recommended language change.

Commented [27]: edit

Commented [28]: edit

Commented [29]: ?????

Commented [BW30]: How should the Board address TAC representatives? They are appointed by their municipality, not CVRPC. Conflict of Interest Policy says: *Violations of this Policy by a committee member may result in the committee member being removed temporarily or barred permanently from participating in the committee, project workgroup, or other Commission interest related to the conflict, or may result in the committee member being removed from the committee.*

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 municipalities~~towns~~, and the general public in accordance with the Vermont Public Records Act (codified at 1. V.S.A. Sections 315-320).

ARTICLE 7: FUNDING

Section 701: Fiscal and Operational Year

CVRPC's fiscal and operational year shall be from July 1 to June 30 (the "Fiscal Year").

Section 702: Membership Assessment

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

Section 703: Grants, Contracts and Contributions

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

Section 704: Borrowing Authority

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

Section 705: Signatory

A. The Executive Director or the Director's designee is responsible for approving and signing funding applications and proposals.

A-B. 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-C. 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.

Commented [BW31]: Recommend adding this language for clarity in federal applications.

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

1 of their financial support and shall be clearly documented in the annual budget for the
2 service approved by the parties to the agreement. A municipal service agreement shall
3 include details regarding liability and enforcement.

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

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

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

17 **Section 803: Termination of Agreement**

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

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

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

34 **Section 804: Other Contracted Services**

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

38 **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. Failure of a Commissioner or Alternate to sign the policy will result in the individual being barred from voting on CVRPC business and/or other sanctions imposed by CVRPC.

Commented [BW32]: Recommend including this language from the Conflict of Interest Policy adopted by the Board.

Section 903: Work Plan and Budget

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

Section 904: Annual Report

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

Section 905: Audit

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

Section 906: Electronic Records and Signatures

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

Section 907: Dissolution

CVRPC shall be dissolved or terminated:

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

Commented [BW33]: Should municipalities also receive warning in writing about dissolution?

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.

- 1 B. The proposed amendment shall be discussed at the next regular meeting of the Board
2 and may be amended at that meeting. An affirmative vote of the Board is required to
3 advance the agreed upon proposed amendment. That vote must direct that the final
4 proposed amendment be placed on the agenda of a subsequent regular meeting for a
5 final vote.
- 6 C. After the affirmative vote described in 908B, a proposed amendment shall be placed on
7 the agenda for a final vote at a subsequent regular meeting of the Board. No
8 amendment to the proposed amendment shall be allowed at the Board meeting during
9 which the final vote is taken.
- 10 D. The proposed amendment shall become effective upon the affirmative vote of 60% of
11 the Commissioners. If a 60% affirmative vote is not attained, the proposed amendment
12 fails.

13 **Section 909: Severability**

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

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

17 Bylaws first adopted April 27, 1967.

18

19 Amended May 27, 1980.

20 Amended January 10, 1989.

21 Amended May 10, 1994.

22 Amended November 11, 1997.

23 Amended May 8, 2001.

24 Amended April 13, 2010.

25 Amended April 11, 2017.

26 Amended December 10, 2019.

27 Amended XXX.