

**BYLAWS WORK GROUP****Wednesday, May 26, 2021****10:30 am***Remote Participation via Zoom¹*

<https://us02web.zoom.us/j/82593164022?pwd=c1B5eW04aVo4VWcwMVZrYjVVbzNOZz09>

Via phone: +1-929-436-2866 US; Meeting ID: 825 9316 4022; Passcode: 506368

Download the app at least 5 minutes prior to the meeting start: www.zoom.com

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

AGENDA**10:30² Adjustments to the Agenda****Public Comment****10:35 Minutes** (enclosed; action item)**10:40 Bylaw Review** (enclosed)

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

11:50 Next Steps

Set date, time, and preliminary agenda for next meeting

12:00 Adjourn**Next Meeting: Tuesday, June 8, 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

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**
 2 **Bylaws Work Group**
 3 **DRAFT Meeting Minutes**
 4 **May 11, 2021**

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

8
 9 Chair Lotspeich called the meeting to order at 11:09 am

10
 11 **Adjustments to the Agenda**

12 G. Clain requested to discuss an item of old business after approval of minutes.
 13

14 **Public Comment**

15 None.
 16

17 **Minutes**

18 *M. Gray moved to approve the April 28, 2021 minutes; G. Clain seconded. Motion carried.*
 19

20 **New Committee Member Biography and Commissioner Certification**

21 Clain requested to discuss this and a certification process for new Commissioners. He
 22 suggested the biography would help Board members get to know new Commissioners. He
 23 asked whether it would be appropriate to include a requirement in the bylaws. Waninger
 24 recommended placing it in the Commissioner Handbook and the letter sent with the welcome
 25 packet. Staff could also interview new Commissioners for e-news or newsletter articles.
 26

27 The Work Group discussed a new Commissioner orientation to include bylaw review,
 28 handbook, policies, and legal requirements of being on a Board (duties)
 29

30 Clain raised the idea of a certification process for new Commissioners. The Work Group
 31 discussed what “certification” meant in terms of the current bylaw language. Gray and
 32 Lotspeich suggested that requirements beyond municipal certification of Board member
 33 appointment would be too stringent.
 34

35 *G. Clain motioned to have a new Commissioner biography and request for orientation meeting*
 36 *in the welcome letter and to have its inclusion in the Commissioner Handbook added as a*
 37 *parking lot item; M. Gray seconded. Motion carried.*
 38

39 **Bylaw Review**

40 The Work Group discussed Section 403, Standing Committees. Major items of discussion included:

- 1 • Item A.1 & 3.: Clain asked whether the Board have to amend a committee’s Rules of Procedure
2 prior to giving a committee a new duty? Lotspeich suggested this actually meant that some
3 committees have the authority to recommend to the Board and others to act on behalf of the
4 Board. Waninger recommended adding “and other duties as assigned by the Board” as a duty
5 for all committee Rules of Procedure to address this.
- 6 • Clain expressed concerns about the amount of power the Executive Committee has given the
7 Executive Committee. Lotspeich inquired as to whether there were certain general activities in
8 the Committee’s ROPs that Clain thought were inappropriate. He shared that the Executive
9 Committee was set up to focus on day-to-day operations. Gray said the Executive Committee
10 was set up for the business aspects and staffing for the Commission while the Board is focused
11 on the regional planning commission as a regional entity/regional issues for planning. Waninger
12 shared that the Board/Executive Committee/Committee duties relationship varies among RPCs.
13 The Board decides what authority its Executive Committee has, and those decisions are often
14 based in the culture of the region. Clain recommended that the Board accept the Committee
15 Reports or minutes of the Executive Committee. Lotspeich said the Reports act as informational
16 items for the Board.

17

18 The Work Group requested staff develop ideas for how the Board might affirm its responsibility for
19 financial activities if the Executive Committee retains workplan, budget, audit, and financial statement
20 operational oversight.

21

22 **Next Steps**

23 The Committee meets regularly on the second Tuesday of the month at 11 am and the fourth
24 Wednesday of the month at 10:30 am. The next meetings are scheduled for:

- 25 • Wednesday, May 26th at 10:30 am
26 • Tuesday, June 8th at 11:00 am
27 • Wednesday, June 23rd at 10:30 am

28

29 **Adjourn**

30 *M. Gray moved to adjourn at 12:41 pm; G. Clain seconded. Motion carried.*

31

32 Respectfully submitted,

33 Bonnie Waninger, Executive Director



MEMO

Date: May 17, 2021
To: Bylaw Work Group
From: Bonnie Waninger, Executive Director
Re: Board Fiduciary Responsibilities

This memo offers background about the fiduciary responsibilities of boards and how the CVRPC might affirm its responsibility if it maintains having the Executive Committee act as operational oversight for the organization's annual work plan and budget, financial statement review, and audit.

Board Fiduciary Responsibilities

One of the main responsibilities of board members is to maintain financial accountability of their organization. Board members act as trustees of the organization's assets and must exercise due diligence and oversight to ensure that the organization is well-managed and that its financial situation remains sound. Board members fulfill this role by:

- Reading and understanding the organization's financial statements and having the capacity to recognize warning signs that might indicate a change in the overall health of the organization.
- Setting up and monitoring key financial indicators.
- Ensuring adequate control mechanisms to prevent fraud.
- Approving the budget (then comparing budget to actuals and asking questions about variances).
- Overseeing the organization's legal obligations (filings and tax obligations).

Specific questions board members should ask:

- Is our financial plan consistent with our strategic plan?
- Is our cash flow projected to be adequate?
- Do we have sufficient reserves?
- Are any specific expense areas rising faster than their sources of income?
- Are we regularly comparing our financial activity with what we have budgeted?
- Are our expenses appropriate?
- Do we have the appropriate checks and balances to prevent errors, fraud, and abuse?
- Are we meeting guidelines and requirements set by our funders?

A board may delegate authority to act on its behalf to others, such as a committee, but the board still is legally responsible for any actions taken by the person or committee to whom it delegated authority. It is important to remember that the board cannot delegate oversight. To fulfill its fiduciary duties, the board must oversee the tasks it has delegated.

Options for Overseeing Committee Actions

Adoption of a committee's minutes by the Board is not a recommended practice to fulfill the Board's oversight function. Adoption signifies the minutes accurately represent the meeting's content and major points of discussion. Board members not in attendance at a meeting cannot attest to the validity of minutes.

Some options for affirming committee actions include:

- 1) *Require Activities Report.* The Board could include a directive in committee Rules of Procedure describing how and when a committee will report to the Board. Currently, committees report to the Board via Committee Reports included in the Board meeting packet. These bullet-item reports are developed by staff based on committee meeting minutes. When Board members read the Committee Reports, they are practicing due diligence. Some RPCs have committee chairs verbally provide reports rather than use written reports. This provides an open opportunity for Board members to ask questions.
- 2) *Take Action to "Accept Committee Reports" at Board Meetings.* The Board maintains the authority to rescind any committee's actions, even if it authorizes a committee to act on its behalf. The Board could accept the written or verbal committee reports via formal action to affirm its support. Currently, the bylaws require the Board to rescind a committee action if it disagrees.
- 3) *Include Committee Minutes in Board Meeting Packets.* The full text of committee minutes could be appended to the Board meeting packet. This would provide more personal access to the minutes than an abbreviated report. It also would substantially thicken the Board meeting packet

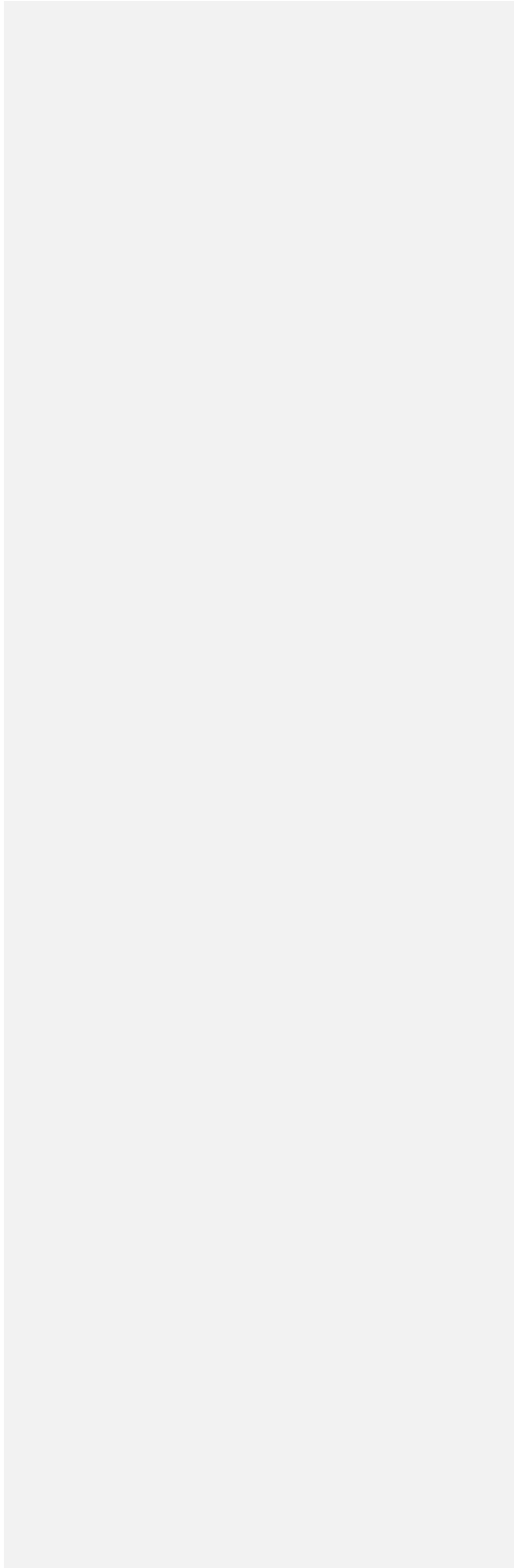
1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25



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

Amended by the Commissioners on December 10, 2019

Draft as of 05/11/21
Yellow highlight signifies end point for previous discussion



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

1			
2			
3			
4			
5			
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

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

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(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

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

- 3 E. A Commissioner or Alternate may continue serving until reappointed or until a
4 successor is appointed.
- 5 F. Commissioners and Alternates serve at the pleasure of the appointing legislative body,
6 which may revoke a Commissioner or Alternate's appointment at any time pursuant to
7 24 V.S.A. Section 4343(a).
- 8 G. ~~In the absence of the a Commissioner~~ When a Commissioner is unable to participate at
9 any meeting of the Board, the Alternate shall sit as the Commissioner and exercise all of
10 the authority of the Commissioner at that meeting.
- 11 H. Alternates shall not participate in place of Commissioners on committees or in any
12 office.
- 13 I. In the event of the death, resignation, disqualification or removal of a Commissioner or
14 Alternate, a successor shall be appointed ~~promptly~~, as provided in subsection 302A.

15 **Section 303: Voting**

- 16 A. Each Commissioner shall have one vote in all actions taken by the Board.
- 17 B. A Commissioner may make a motion to "postpone" ~~P~~prior to any vote on any matter
18 before the Board, a Commissioner may request time and opportunity to consult with
19 the Commissioner's municipal legislative body ~~before casting a vote on such matter.~~
20 When so requested, the vote ~~may~~shall be postponed pending approval of the Board of
21 Commissioners, unless such postponement results in violation of the Act or other
22 Vermont law.

23 **Section 304: Resignation**

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

25 **Section 305: Attendance**

26 If a Commissioner is absent without ~~good reason~~ notification to the Chair and/or staff for three
27 sequential Board meetings, the Chair shall contact that Commissioner to determine whether
28 the Commissioner has a continued interest in serving and availability to serve on the Board.

29 **ARTICLE 4: ORGANIZATION**

30 **Section 401: Board of Commissioners**

31 The Board shall consist of the Commissioners and Alternates ~~;~~; ~~serving in the absence of a~~
32 ~~Commissioner.~~ It shall be the duty of each Commissioner to regularly report on the activities of
33 CVRPC to the legislative body and the local planning commission of the municipality of the
34 Commissioner's appointment.

35 **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.
- 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. All Standing Committees are advisory to
- 26 the Board unless otherwise specified by the Board. Board decisions shall be
- 27 documented in the committee’s Rules of Procedure.
- 28 2. The Board shall elect Standing Committee members at its annual meeting unless
- 29 otherwise specified.
- 30 3. Each Standing Committee shall have rules of procedure approved by the Board
- 31 (the “Rules of Procedure”). The Rules of Procedure shall specify the committee’s
- 32 purpose, general activities, role, membership, voting procedures, officers,
- 33 elections, attendance and quorums, communication and coordination,
- 34 adherence to CVRPC’s conflict of interest policy, and adoption of organizational
- 35 procedures. The Board may assign additional duties to any committee.
- 36 3. The advice, input, and opinions provided to outside parties by any committee
- 37 may be reviewed, confirmed or reversed by the Board of Commissioners at the
- 38 Board’s discretion.

Commented [BW1]: The TAC is a Standing Committee, but its members are not elected by the Board.

Commented [BW2]: Per G.Clain 5/8 email: Each committee shall be responsible for insuring their Rules of Procedure maintain consistency and are in conformance with these bylaws (not set on the language but wanting to get the idea across) (Delete from Exec Com 3.m.)

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

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

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

7 B. Executive Committee

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

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

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

- 22 a. Oversee and approve an annual work plan and budget for CVRPC,
23 including budget adjustments.
- 24 b. Recommend ~~Set~~ municipal dues.
- 25 c. Oversee and approve an organizational plan for CVRPC.
- 26 d. Authorize and accept grants, agreements and contracts with outside
27 organizations and agencies.
- 28 e. Review and accept the annual audit.
- 29 f. Approve the addition and elimination of staff positions as recommended
30 by the executive director. Adopt job descriptions and wage ranges for
31 staff positions.
- 32 g. Adopt and oversee personnel, financial, procurement, operational and
33 administrative policies and procedures.
- 34 h. Monitor emerging issues affecting CVRPC.
- 35 i. Approve agendas for Board meetings.
- 36 j. Recommend to the Board or, if timing requires, take appropriate action
37 on policy issues, including legislative issues, state or federal plans and

Commented [BW3]: Should the Board review and adopt the budget/amendments and work plan as part of its fiduciary responsibilities?

G. Clain comment - Who has the authority?

B. Waninger response - Boards have the authority via their fiduciary responsibility. CVRPC Board delegated it to the Exec Com. Exec requested staff present the adopted budget and workplan to the Board annually to maintain awareness.

Commented [BW4]: Should the Board review and accept the annual audit as part of its fiduciary responsibilities?

Commented [BW5]: Recommend removing as superfluous or adding language to define what action the Committee is expected to take. Ex. ...and inform the Board...

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.~~

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

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

~~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 [BW6]: Per G.Clain 5/8 email: Request firewall between Nominating Committee and Executive Committee.

Commented [BW7]: The Committee has been providing this role to build consistency among Rules of Procedure. Should it be an official duty of the Committee?

Per G.Clain 5/8 email: Suggest making this the responsibility of each committee.

Commented [BW8]: 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.

Per G.Clain 5/8 email: All of this said - let's look at their Rules. The rules state that they have the full authority. Are we looking to change that??? Not objecting - just asking. Be glad to share my experience with our E board.

C. Nominating Committee

1. The nominating committee (the "Nominating Committee") shall consist of three (3) ~~Board 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.

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 seeking and nominating qualified candidates for positions and committees when directed by the Board.~~

Commented [BW9]: Parking Lot: discuss nominations process for appointments when the Work Group discusses Section 501 on page 11.

Commented [BW10]: Per G.Clain 5/7 suggestion.

3. The duties of the Nominating Committee shall be:

a. ~~Identify and rRecommend~~ 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 and at large members of the Executive Committee.~~

Commented [BW11]: Per G.Clain 5/8 email

b. ~~Identify and rRecommend~~ to the Board candidates for Standing and Special Committees.

Commented [BW12]: Per G.Clain 5/8 email

c. ~~and Recommend~~ CVRPC representatives appointed by the Board to other organizations ~~and for other positions when directed by the Board.~~

Commented [BW13]: Per G.Clain 5/8 email.

D. Regional Plan Committee

- 1. The regional plan committee shall consist of five (5) Board 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 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]: Per 5/8 G.Claim email, modify to "CVRPC".
 B.Waninger: existing language mirrors the statutory citation of duties.

Commented [BW15]: New language modified from previous draft in response to G.Clain 5/8 question.

E. Project Review Committee

- 1. The project review committee (the "Project Review Committee") shall consist of five (5) Board members plus one (1) committee alternate. ~~At least four (4) 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 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 [BW16]: Recommend removing this language as unnecessary due to changes in the Nominating Committee's duties.

Commented [BW17]: Recommend deleting the last line. This language was included in the Committee's first Rules of Procedure. It was carried forward to the bylaws during the last bylaw update. The Work Group modified Section 403.A.3 to say that terms should be addressed in committee Rules of Procedure, so this text is no longer required.

Commented [BW18]: Recommend this language be deleted. Section 503.b. says terms are one year unless otherwise specified in a committee's Rules of Procedure.

- 1 b. ~~Provide input and recommendations to the State, on behalf of the Board,~~
 2 ~~regarding Act 250 and Section 248 projects. Offer advice, input, and~~
 3 ~~opinions to applicants, the District 5 Environmental Commission, the~~
 4 ~~Vermont Public Utility Commission, and other organizations and~~
 5 ~~individuals as appropriate, consistent with plans, policies, positions or~~
 6 ~~resolutions adopted by the Board of Commissioners.~~
- 7 c. Provide ~~recommendations~~ guidance to ~~the staff and~~ the Regional Plan
 8 Committee on amendments or changes to ~~the~~ Substantial Regional
 9 Impact criteria.
- 10 d. Provide the Board copies of all written decisions and recommendations
 11 regarding Act 250 and Section 248 projects.

12 F. Municipal Plan Review Committee

- 13 1. The municipal plan review committee (the "Municipal Plan Review Committee")
 14 shall consist of five (5) members ~~who shall be elected at the Board's Annual~~
 15 ~~Meeting.~~ At least two (2) members shall be Commissioners and no more than
 16 ~~three~~ (3) members shall be Alternate Commissioners.
- 17 2. The purpose ~~and duties~~ of the Municipal Plan Review Committee shall be to ~~The~~
 18 ~~Municipal Plan Review Committee serves in an advisory capacity to the CVRPC~~
 19 ~~Board of Commissioners in the review and approval of member municipalities~~
 20 ~~plans as specified within 24 V.S.A. Chapter 117 §4350(b) and §4352(b) and (c) of~~
 21 ~~Vermont Statute.~~ support the Board of Commissioners by making
 22 recommendations regarding the Commission's duties as specified within 24
 23 V.S.A. Sections 4350(a) and (b) - review and consultation regarding municipal
 24 planning effort – and Section 4352(b) - municipal plan determination of energy
 25 compliance.
- 26 3. The duties of the Municipal Plan Review Committee shall be to:
- 27 a. Review municipal plans for conformance to statutory requirements, in
 28 accordance with 24 V.S.A. Section 4350(b), and make recommendations
 29 ~~regarding~~ for approval to the Board.
- 30 b. Review municipal enhanced energy plans for determination of energy
 31 compliance, in accordance with 24 V.S.A. Section 4352(b), and make
 32 recommendations regarding certification to the Board.
- 33 c. Review municipal planning processes, in accordance with 24 V.S.A.
 34 Section 4350(a), and make recommendations for confirmation to the
 35 Board.
- 36 d. Review the compatibility of all municipal plans at least every eight years
 37 and in accordance with 24 V.S.A. Section 4345a(9) and report its findings
 38 to the Board.
- 39 e. Provide guidance to municipalities about future plan updates and ways to
 40 strengthen planning efforts.

1 G. Transportation Advisory Committee

2 1. The transportation advisory committee (the "Transportation Advisory
3 Committee") shall consist of municipal representatives and representatives from
4 transportation-related groups. Each of the member municipalities in the Central
5 Vermont Region is eligible to appoint one voting member and one alternate to
6 the Transportation Advisory Committee. Municipal participation is discretionary
7 and determined by appointment by the municipality's legislative body. ~~Upon the
8 approval of 51% of the Transportation Advisory Committee, other
9 transportation related groups will be invited to appoint one voting member and
10 one alternate to the Transportation Advisory Committee.~~

Commented [BW19]: If the 51% language is stricken from the bylaws, this language also should be deleted.

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

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

Commented [BW20]: 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.

17 43. Committee members and alternates who are appointed midterm shall serve out
18 the term ending June 30 and may continue serving for the subsequent term
19 starting July 1 without recertification. Once a committee member or alternate
20 serves a complete term, the appointment must be re-certified for the next term
21 beginning on July 1. If reappointed by their municipality, Committee members
22 and alternates may serve successive terms. Committee members and alternates
23 may continue serving until reappointed or until a successor is appointed.

24 ~~5. The Transportation Advisory Committee shall be advisory to the Board. The
25 Transportation Advisory Committee will offer advice, input, and opinions to the
26 Vermont Agency of Transportation and other organizations and individuals as
27 appropriate, provided that they are compatible with plans, policies, positions or
28 resolutions adopted by the Board. Transportation Advisory Committee advice,
29 input and opinions may be reviewed, confirmed or reversed by the Board at the
30 Board's discretion. New or amended plans, policies, positions or resolutions by
31 the Transportation Advisory Committee shall be approved by the Board.~~

Commented [BW21]: Duplicative of the Committee's duties.

32 ~~64.~~ The purpose of the Transportation Advisory Committee ~~shall be to oversee the
33 CVRPC's transportation planning program in accordance with CVRPC's plans,
34 policies, and procedures, to act as a liaison between local communities and the
35 Vermont Agency of Transportation (VTTrans), and to provide local and regional
36 input regarding transportation issues important to the region. is to support the
37 Board of Commissioners by ensuring local consultation and broad citizen
38 participation in CVRPC and State of Vermont transportation planning programs.~~

39 7. The ~~and~~ duties of the Transportation Advisory Committee shall be to:
40 a. Oversee the CVRPC transportation planning program in accordance with

- 1 CVRPC plans, policies and procedures, ~~including. This includes~~ assisting
- 2 with the development of CVRPC’s annual transportation work program
- 3 and budget.
- 4 b. Develop and update a regional transportation element as part of the
- 5 Regional Plan.
- 6 c. Provide recommendations on funding and prioritization for the Vermont
- 7 Agency of Transportation’s Capital Budget and State Transportation
- 8 Improvement Program.
- 9 d. Act as a liaison between local communities and the Vermont Agency of
- 10 Transportation.
- 11 e. Provide local and regional input regarding transportation issues
- 12 important to the region.

13 **Section 404: Special Committees**

- 14 A. The Board may create special committees (“Special Committees”) as needed to address
- 15 specific tasks or to oversee or advise CVRPC projects or programs.
- 16 B. Special Committees may include Commissioners, Alternates, topic experts, interest
- 17 group representatives, or other public representatives as appropriate to accomplish the
- 18 purpose of the Special Committee. The Board shall appoint Commissioners or
- 19 Alternates to serve as members of Special Committees. Special Committee members
- 20 who are not Commissioners or Alternates shall be appointed as specified in the Special
- 21 Committee’s Rules of Procedure.
- 22 C. Special Committees shall be advisory to the Board. Special Committees may offer
- 23 advice, input, and opinions to agencies, other organizations and individuals as
- 24 appropriate, provided that they are compatible with plans, policies, positions or
- 25 resolutions adopted by the Board. The advice, input, and opinions provided to outside
- 26 parties by any committee may be reviewed, confirmed or reversed by the Board of
- 27 Commissioners at the Board’s discretion.
- 28 D. Each Special Committee shall have Rules of Procedure approved by the Board. The
- 29 Rules of Procedure shall specify the committee’s purpose, general activities, role,
- 30 membership, voting procedures, officers, elections, attendance and quorums,
- 31 communication and coordination, adherence to CVRPC’s or other required conflict of
- 32 interest policy, and adoption of organizational procedures.
- 33 E. Special Committees may establish subcommittees and workgroups as needed to
- 34 accomplish committee business.
- 35 F. Unless otherwise specified in the Rules of Procedure, all committee members are
- 36 eligible to vote on committee business.
- 37 F. Special Committees shall ~~maintain meeting minutes follow Vermont Open Meeting and~~
- 38 Public Records Law and report to the Board as it directs.

Commented [BW22]: VT DEC may dictate a specific conflict of interest policy for the Basin Water Quality Council that differs from CVRPC’s policy.

1 **Section 405: Appointed Representatives**

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

5 **Section 406: Staff**

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

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

19 **Section 501: Nominations**

- 20 A. The Nominating Committee will be appointed in accordance with Section 403C.
- 21 B. ~~The Nominating Committee shall seek to balance the interests of CVRPC in order to have~~
22 ~~the Executive Committee and Standing Committees be as reflective of the Board as~~
23 ~~possible.~~
- 24 ~~C. The Nominating Committee shall follow its adopted Rules of Procedure and the adopted~~
25 ~~Nominating Committee Guidelines.~~
- 26 ~~D.~~ The Nominating Committee shall present an initial slate of Officers and at-large
27 Executive Committee members at the Board's April regular meeting, with a final slate of
28 candidates presented at the May regular meeting. Additional candidates may be
29 nominated from the floor at the May regular meeting provided the candidate is present
30 to accept the nomination or has accepted the nomination in writing, at which time
31 nominations will be closed, and those nominations added to the slate.
- 32 ~~EC.~~ The Nominating Committee shall present a slate of other Standing and Special
33 Committee members and other appointed representatives at the Board's May regular
34 meeting. Additional candidates may be nominated from the floor at the May regular
35 meeting, at which time nominations will be closed, and those nominations added to the
36 slate.

Commented [BW23]: Per G.Clain recommendation.

Commented [BW24]: Parking Lot item per previous meeting - discuss nominations process for appointments.

37 **Section 502: Elections**

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

6 **Section 503: Terms of Office**

7 A. The terms of office for Officers and the Executive Committee are two one years, from
8 July 1 to June 30.

9 B. The terms of office for other committees and appointments shall be one year, from July
10 1 (or the date of appointment) to June 30, unless otherwise specified in the Committee
11 Rules of Procedure.

12 C. Terms of office for appointments to other bodies shall reflect the terms of the other
13 body.

14 ED. For the terms of office for Commissioners and Alternates, see Section 302C of these
15 Bylaws.

16 **Section 504: Vacancies**

17 A. In the event of the death, resignation or inability to act as a Commissioner, Officer,
18 committee member, or appointee, a successor shall be elected or appointed in the same
19 manner as provided in the case of the original election or appointment.

20 In the event that any Officer or Executive Committee position is vacated, such vacancy
21 shall be filled at the next regular Board meeting. Members so elected shall hold office
22 only for the balance of the current year or until their successors are elected and
23 installed.

24 B. Committee Rules of Procedure shall address vacancies on other committees.

25 **Section 505: Removal from Office**

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

Commented [BW25]: 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 [BW26]: 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 [BW27]: Per recommendation of G.Clain in 2/11 email.

Commented [BW28]: Recommended language change.

Commented [BW29]: Per G.Clain recommendation.

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.*

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

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

6 **Section 603: Annual Meeting**

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

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

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

11 **Section 605: Committee Meetings**

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

13 **Section 606: Notice of Meetings**

- 14 A. Notice of Board meetings shall be provided in accordance with the Open Meeting Law.
15 To the extent possible, CVRPC will provide five (5) days notice of meetings.
- 16 B. Notice of committee meetings shall be provided in accordance with the Open Meeting
17 Law. To the extent possible, CVRPC will provide five (5) days notice of meetings. Notice
18 and agendas for committee meetings shall be provided to Commissioners and
19 Alternates.

20 **Section 607: Quorum**

- 21 A. A majority of Commission seats shall comprise a quorum for Board meetings and
22 transacting business. In the event of a tie vote on any matter before the Board,
23 including the vote of the Chair, such motion, resolution or action shall be considered
24 defeated.
- 25 B. A majority of voting committee seats shall comprise a quorum for committee meetings.
26 In the event of a tie vote on any matter before the committee, including the vote of the
27 chair, such motion, resolution or action shall be considered defeated.

28 **Article 608: Parliamentary Authority**

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

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

33 Minutes of all meetings of the Board and all committees established by the Board shall be kept
34 and copies shall be available to all Commissioners, member ~~municipalities~~ towns, and the
35 general public in accordance with the Vermont Public Records Act (codified at 1. V.S.A. Sections
36 315-320).

1 **ARTICLE 7: FUNDING**

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

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

4 **Section 702: Membership Assessment**

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

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

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

13 **Section 704: Borrowing Authority**

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

18 **Section 705: Signatory**

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

21 A-B. The Executive Committee is responsible for approving contracts and agreements, and
22 shall authorize an Officer or the Executive Director to sign approved contracts,
23 instruments, and agreements on behalf of CVRPC.

24 B-C. The Chair, Secretary/Treasurer and Executive Director are authorized to sign checks,
25 notes, drafts and orders related to an approved budget, work plan, contract, or
26 agreement. All other payments must be approved and authorized by the Executive
27 Committee.

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

28 **ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS**

29 **Section 801: Participation**

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

34 **Section 802: Content of Agreement**

35 A. A municipal service agreement shall describe the services to be provided and the
36 amount of funds payable by, and/or a formula for allocating costs to, each municipality

1 that is a party to the service agreement. Service of personnel, use of equipment and
2 office space, and other necessary services may be accepted from municipalities as part
3 of their financial support and shall be clearly documented in the annual budget for the
4 service approved by the parties to the agreement. A municipal service agreement shall
5 include details regarding liability and enforcement.

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

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

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

19 **Section 803: Termination of Agreement**

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

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

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

36 **Section 804: Other Contracted Services**

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

1 **ARTICLE 9: SUPPLEMENTARY PROVISIONS**

2 **Section 901: Indemnification**

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

8 **Section 902: Conflict of Interest**

9 Commissioners have an obligation to conduct the affairs of their office in such a manner as to
10 instill public trust and confidence. CVRPC shall maintain a written policy on code of conduct
11 and conflict of interest. A copy of this policy shall be provided to all Commissioners and
12 Alternates at the time of their appointment. **Failure of a Commissioner or Alternate to sign the**
13 **policy will result in the individual being barred from voting on CVRPC business and/or other**
14 **sanctions imposed by CVRPC.**

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

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

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

19 **Section 904: Annual Report**

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

22 **Section 905: Audit**

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

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

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

29 **Section 907: Dissolution**

30 CVRPC shall be dissolved or terminated:

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

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

36 **Section 908: Amendments to Bylaws**

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

15 **Section 909: Severability**

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

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

19 Bylaws first adopted April 27, 1967.

20

- 21 Amended May 27, 1980.
- 22 Amended January 10, 1989.
- 23 Amended May 10, 1994.
- 24 Amended November 11, 1997.
- 25 Amended May 8, 2001.
- 26 Amended April 13, 2010.
- 27 Amended April 11, 2017.
- 28 Amended December 10, 2019.
- 29 Amended XXX.