



BYLAWS WORK GROUP

Tuesday, August 10, 2021

11:00 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

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

12:30 Adjourn

Next Meeting: Wednesday, August 25, 2021 at 10:30 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 **July 28, 2021**

6 Attendance: Steve Lotspeich, George Clain, Michael Gray

7 Staff: Bonnie Waninger

9 Chair Lotspeich called the meeting to order at 10:35 am. Nancy Chartrand staffed the physical meeting
10 location but did not participate in the meeting.

12 **Adjustments to the Agenda**

13 None.

15 **Public Comment**

16 None.

18 **Minutes**

19 *G. Clain moved to approve the June 24, 2021 minute as amended; M. Gray seconded. Motion carried.*

21 **Bylaw Review**

22 Clain requested clarification of the red and blue colors used in the draft document. Waninger explained
23 that the colors reflected use of different computers. The “tracked changes” function treats each
24 computer as a different person.

26 Major items of discussion included:

- 27 • Section 502, Elections: Waninger reviewed the historic and current elections process. The
28 Committee discussed the current process and use of ballots. Issues Work Group members
29 identified as potentially discussion items included:
 - 30 – using a mailed paper ballot versus a voice vote. A paper ballot encourages wider
31 participation if an individual cannot attend the meeting.
 - 32 – whether Alternates should vote on elections in addition to Commissioners. If a paper
33 ballot were used, the Alternate could vote, but the ballot wouldn’t be opened if the
34 Commissioner voted. Clain noted he would like to see the vote tally proceed modified
35 to appoint a judge and two tellers to oversee the elections.
 - 36 – whether the process should be changed to enable write-in candidates. Write-in
37 candidates are not allowed on the ballot because the Board uses the Nominating
38 Committee process in which additional candidates can be nominated from the floor and
39 discussed prior to the Board’s approval of the final ballot slate. The chair closes
40 nominations in this process.

42 Clain noted that if an election were contested, the candidates may want to have access to a
43 Board mailing list so they could distribute information to campaign. He also asked how an

1 individual could watch ballot counting if they wanted.

2
3 Clain said he didn't think the current process – using a slate nominated by the Nominating
4 Committee - allowed all commissioners a voice and vote. He noted a commissioner might miss a
5 meeting, missing the ability to provide additional nominations. He said he believes the current
6 process allows the Nominating Committee to take away the vote of Commissioners. Waninger
7 reviewed the Board's interaction in the nominations and elections process – the Board elects
8 the Nominating Committee, reviews the initial and final slate of candidates with opportunities
9 to nominate additional candidates during slate preparation, and votes on the final ballot. Clain
10 expressed he was not comfortable with the Nominating Committee deciding who is placed on
11 the final slate presented to the Board. Gray suggested that Clain ask to be on the Board agenda
12 to discuss his ideas for change. Lotspeich suggested starting by presenting the issue to the
13 Executive Committee in the context of reviewing a Bylaw draft. Lotspeich requested staff
14 research whether slates can include write in slots, either via Roberts Rules or otherwise.
15 Lotspeich also requested that staff provide the Work Group with a link to the Roberts Rules
16 nominations information.

- 17 • Section 503, Terms of Office: Clain suggested to change officer and Executive Committee terms
18 from one year to two years in support of CVRPC's current practice of electing officers to two
19 one-year terms. Lotspeich noted that municipalities appoint their representatives to CVRPC
20 annually. The practice allows the Board to consider the Executive Committee makeup annually
21 should a member resign from the Board. The Work Group elected to let the one-year term
22 stand.
- 23 • Section 504, Vacancies: The Work Group added language regarding filling vacancies other than
24 Officers and the Executive Committee.
- 25 • Section 505, Removal from Office: The Work Group added language regarding remove of CVRPC
26 representatives to another body. Discussed whether the bylaws are sufficient to address
27 Transportation Advisory Committee members, who are appointed by municipalities.

28
29 Clain requested clarification regarding presenting his ideas for updating the elections process. Lotspeich
30 recommended bringing up the ideas when the Work Group presents its ideas to the Executive
31 Committee.

32 33 **Next Steps**

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

- 36 • Tuesday, August 10 at 11:00 am.
- 37 • Wednesday, August 25 at 10:30 am.
- 38 • Tuesday, September 14 at 11:00 am.

39 40 **Adjourn**

41 *M. Gray moved to adjourn at 12:04 pm; G. Clain seconded. Motion carried.*

42
43 Respectfully submitted,
44 Bonnie Waninger, Executive Director

MEMO

Date: July 29, 2021
To: Bylaw Work Group
From: Bonnie Waninger, Executive Director
Re: Nominations and Elections Using a Nominating Committee Slate of Candidates

At the Work Group's request, this memo offers research about nominations and elections using a Nominating Committee and a slate of candidates. Roberts Rules does not appear to provide clear guidance, and interpretations of Roberts Rules is mixed. Roberts Rules allows for deviations from its rules if those deviations are documented. Staff's recommendation is to prescribe in the bylaws the process the Board wants to use.

Gray highlights below are used to draw attention to the information related to the Work Group's questions. The remainder of the text is provided for context.

Nominations and Elections

Roberts Rules of Order provides the following information about nominations and elections using a slate, which is referred to as a "ticket" in Roberts Rules. Source: <https://robertsrules.org/rror-11.htm#66>, Article XI. Miscellaneous, Section 66.

66. Nominations and Elections. Before proceeding to an election to fill an office it is customary to nominate one or more candidates. This nomination is not necessary when the election is by ballot or roll call, as each member may vote for any eligible person whether nominated or not. When the vote is viva voce or by rising, the nomination is like a motion to fill a blank, the different names being repeated by the chair as they are made, and then the vote is taken on each in the order in which they were nominated, until one is elected. The nomination need not be seconded. Sometimes a nominating ballot is taken in order to ascertain the preferences of the members. But in the election of the officers of a society it is more usual to have the nominations made by a committee. When the committee makes its report, which consists of a ticket, the chair asks if there are any other nominations, when they may be made from the floor. The committee's nominations are treated just as if made by members from the floor, no vote being taken on accepting them. When the nominations are completed the assembly proceeds to the election, the voting being by any of the methods mentioned under Voting, [46], unless the by-laws prescribe a method. The usual method in permanent societies is by ballot, the balloting being continued until the offices are all filled. An election takes effect immediately if the candidate is present and does not decline, or if he is absent and has consented to his candidacy. If he is absent and has not consented to his candidacy, it takes effect when he is notified of his election, provided he does not decline immediately. After the election has taken effect and the officer or member has learned the fact, it is too late to reconsider the vote on the election. An officer-elect takes possession of his office immediately, unless the rules specify the time. In most societies it is necessary that

this time be clearly designated.

Article VIII. Vote

Roberts Rules of Order provides the following information about voting to address the Work Group's question about why ballots are used. This Article also addressed voting by mail, which focused more on voting by mail for bylaw amendments. Source: <https://robertsrules.org/rror-08.htm#46>, Article VIII. Vote.

Voting by Ballot. The main object of this form of voting is secrecy, and it is resorted to when the question is of such a nature that some members might hesitate to vote publicly their true sentiments. Its special use is in the reception of members, elections, and trials of members and officers, as well as in the preliminary steps in both cases, and the by-laws should require the vote to be by ballot in such cases. Where the by-laws do not require the vote to be by ballot, it can be so ordered by a majority vote, or by general consent. Such motions are undebatable. Voting by ballot is rarely, if ever, used in legislative bodies, but in ordinary societies, especially secret ones, it is habitually used in connection with elections and trials, and sometimes for the selection of the next place for the meeting of a convention. As the usual object of the ballot is secrecy, where the by-laws require the vote to be taken by ballot any motion is out of order which members cannot oppose without exposing their views on the question to be decided by ballot. Thus, it is out of order to move that one person cast the ballot of the assembly for a certain person when the by-laws require the vote to be by ballot. So, when the ballot is not unanimous it is out of order to move to make the vote unanimous, unless the motion is voted on by ballot so as to allow members to vote against it in secrecy.

The Vote by Ballot section had additional information about voting by ballot when the question is a yes/no question. The information pertained to voting on an article, rather than voting an election.

Based on the following information about Absentee Voting and Voting by Mail, one might surmise that a prior CVRPC Board of Commissioners chose to include voting by mail to allow absentee voting.

Absentee Voting. In a strictly deliberative assembly no member can vote who is not present when the question is completely put. But in many societies the membership is scattered all over a state, or even still wider, and it has been found expedient to provide a method of voting that will enable all the members to vote upon certain matters, as upon amendments to constitutions, by-laws, and in elections of officers. This provision, when it is deemed advisable to adopt it, should be placed in the constitution or by-laws, as otherwise, unless the charter or state laws authorize absentee voting, no member can vote except in person. There are two forms of absentee voting -- by mail, and proxy voting.

Voting by Mail is used for election of officers, and for amendments to the constitution or by-laws, and for such other important matters as the society may order to be voted on in this way. If an amendment to the by-laws is to be voted on by mail, a printed copy of the proposed amendment is mailed to every member with the words "yes" and "no" printed underneath, or on a separate slip, with directions to cross out one of them, and return in the enclosed envelope, upon which should be printed the words, "Ballot for Amendment to Constitution." This envelope should usually have the signature of the voter on it, and be sealed and enclosed in another one addressed to the secretary, or to the chairman of the tellers, so that the inner envelope will not be opened except by the tellers when the votes are counted. If it is desired to present the arguments pro and con, the society can allow the leaders on the two sides to prepare brief statements to be printed and mailed with the proposed amendment to every member. Instead of having the voter's signature

on the inner envelope, it may be placed on the ballot, but a place for the signature should be indicated, so that there may be some means of protection against votes being cast by other than legal voters. Voting by mail cannot be a secret ballot, as it is necessary for the tellers to know by whom each vote is cast. By some such method as the above it is practicable to give all the members, however scattered they may be, an opportunity to vote on questions of great importance.

Other Web Research

The Roberts Rules Association hosts a *FlashForum* in which subscribed members can pose questions and suggest answers. A question was posted about nominations and voting for officers that relates the Work Group's question about whether write-in candidates can be included on the ballot. The question appears to suggest an organization used a Nominating Committee, which brought a slate to the full membership for a voice vote. This is a slightly different scenario than CVRPC. In the scenario, the responses suggest additional nominations could be made if the Board votes to reopen nominations. There are varied responses to the question, each concentrating on different aspects of the question. Source: <https://robertsrules.forumflash.com/topic/9770-nominating-and-voting-for-officers/>.

Other articles suggest that if an open nominations process is used, nominations can be closed when there are no more nominations. In open nominations, nominations are taken from the floor. When there are no more nominations, the chair can close nominations or the body (Board) can vote to close nominations.

The CVRPC bylaws suggest the Board is using a dual process: nominations by committee combined with open nominations. After the Nominating Committee presents the initial slate, the Chair asks whether there are additional nominations from the floor. When there are no additional nominations, the Chair closes nominations.

The West Side Toastmasters (Los Angeles, CA) have a resource site dedicated to Roberts Rules of Order. Two questions were posted that pertain to the Work Group's discussion. Source: https://www.westsidetoastmasters.com/resources/roberts_rules/chap12.html

Question: Does the nominating committee have the only right to nominate an officer, or can a member also nominate someone? And if a member can do it, what is the procedure for getting the floor and nominating someone?

Answer: Check your organization's bylaws for specifics on the nominating and electing process. Those are the rules that the members must obey. However, in general parliamentary terms, any member should be able to nominate an officer. For example, if the nominating committee disagrees about a nomination, those on the committee who are in the minority may propose other nominees for some or all of the offices when the presiding officer asks for nominations from the floor (from the members).

In Robert's Rules of Order, this is the general procedure for nominations:

1. The nominating committee gives its report by stating the nominees for each office.
2. The presiding officer repeats the nominations of the committee for each office and asks,

President: Are there further nominations?

At this time, any member can rise and nominate someone (a nomination does not need a second), unless your organization's bylaws state differently.

3. The presiding officer repeats the nomination and asks if there are any further nominations. This continues until no one responds, and the presiding officer closes the nominations for that office and goes on to the next office. Robert's Rules of Order says that bylaws or standing rules should clearly state the procedure an organization follows.

If your organization is not following this procedure of taking nominations from the floor, check the bylaws or standing rules to see whether they prohibit it. If there is no prohibition and the presiding officer does not ask for nominations from the floor, you can raise a point of order. However, talking to the presiding officer before the meeting and showing him or her the pages in Robert's Rules of Order that explain the procedure is better.

If your organization takes the vote by ballot, you can also wage a write-in campaign. According to Robert's Rules of Order, a member does not have to be nominated to be elected, but the member does have to be eligible to serve. So, in the case of a ballot vote, writing in the name of someone who has not been nominated is possible.

Top ▲

Question: Our church bylaws require the nominating committee to present "a slate of candidates" for the board of trustees (among other bodies). In terms of parliamentary procedure, does "a slate" mean only the number of candidates equal to the number of vacancies, or may it mean at least a number of candidates equal to the number of vacancies? (Webster's defines slate as "a list of candidates. . . .")

Answer: A slate means a nominee for each office. If you have three offices to elect - president, secretary, and treasurer - a single slate is one nominee for each office. A multiple slate is more than one nominee for each office. From a parliamentary law point of view, it is best for the nominating committee to choose only one nominee (the best one) for each office. If the committee members are required to come up with more than one candidate, they may have to choose someone who isn't as qualified. If they choose two who are equally qualified, one is sure to lose, and the loser may decline to be nominated again. Electing officers in organizations is different than national elections where citizens always have two candidates from which to choose. In organizations, it is best not to make members compete against each other. Organizations need to promote cooperation. However, if the members feel that the nominating committee is playing politics and is not nominating the best candidate, the members should nominate someone else.

The West Side Toastmasters page for its interpretation of Roberts Rules and nominations and elections can be found at https://www.westsidetoastmasters.com/resources/roberts_rules/chap18.html#nom5.



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

Amended by the Commissioners on December 10, 2019

Draft as of 0728/21

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

1 F. Municipal Plan Review Committee 7

2 G. Transportation Advisory Committee 8

3 Section 404: Special Committees 9

4 Section 405: Appointed Representatives 9

5 Section 406: Staff 9

6

7 **ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS 10**

8 Section 501: Nominations..... 10

9 Section 502: Elections 10

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

11 Section 504: Vacancies 11

12 Section 505: Removal from Office 11

13 **ARTICLE 6 MEETINGS 12**

14 Section 601: Open Meeting Law 12

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

16 Section 603: Annual Meeting..... 12

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

18 Section 605: Committee Meetings 12

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

20 Section 607: Quorum 12

21 Section 608: Parliamentary Authority 12

22 Section 609: Minutes and Public Records 13

23 **ARTICLE 7: FUNDING..... 13**

24 Section 701: Fiscal and Operational Year 13

25 Section 702: Membership Assessment..... 13

26 Section 703: Grants, Contracts and Contributions 13

27 Section 704: Borrowing Authority 13

28 Section 705: Signatory 13

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

30 Section 801: Participation..... 13

1	Section 802:	Content of Agreement	14
2	Section 803:	Termination of Agreement	14
3	Section 804:	Other Contracted Services	14
4	ARTICLE 9:	SUPPLEMENTARY PROVISIONS.....	15
5	Section 901:	Indemnification	15
6	Section 902:	Conflict of Interest	15
7	Section 903:	Work Plan and Budget	15
8	Section 904:	Annual Report	15
9	Section 905:	Audit.....	15
10	Section 906:	Electronic Records and Signatures.....	15
11	Section 907:	Dissolution	15
12	Section 908:	Amendments to Bylaws	16
13	Section 909:	Severability.....	16
14	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\(a\)](#), [4348](#), [4350](#) and
24 [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

1 plans; and natural resource protection. CVRPC may also implement, with the cooperation of
2 municipalities within the region, programs for the appropriate development, improvement,
3 protection and preservation of the region's physical and human resources.

4 **Section 206: Municipal Service Agreements**

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

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

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

18 **ARTICLE 3: MEMBERSHIP AND REPRESENTATION**

19 **Section 301: Member Municipalities**

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

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

- 27 A. Representation on the CVRPC shall be by commissioners or assigned alternates. The
28 legislative body of each member municipality may appoint one commissioner (a
29 "Commissioner") and one alternate (an "Alternate") to the CVRPC Board of
30 Commissioners (the "Board").
- 31 B. Municipal legislative bodies shall certify the appointment of their Commissioner and
32 Alternate in writing to CVRPC. Commissioners and Alternates begin serving immediately
33 upon certification of appointment unless otherwise specified in the appointment.
34 Prospective Commissioners and Alternates may not vote or otherwise formally serve
35 until such appointment has been certified.

- 1 C. Terms for Commissioners and Alternates are one year, from July 1 to June 30.
2 Commissioners and Alternates may be appointed to serve successive terms.
- 3 D. Commissioners and Alternates who are appointed mid-term shall serve out the term
4 ending June 30 and may continue serving for the subsequent term starting July 1
5 without recertification. Once a Commissioner or Alternate serves a complete term the
6 appointment must be re-certified for the next term beginning on July 1.
- 7 E. A Commissioner or Alternate may continue serving until reappointed or until a
8 successor is appointed.
- 9 F. Commissioners and Alternates serve at the pleasure of the appointing legislative body,
10 which may revoke a Commissioner or Alternate's appointment at any time pursuant to
11 24 V.S.A. Section [4343\(a\)](#).
- 12 G. When a Commissioner is unable to participate at any meeting of the Board, the
13 Alternate shall sit as the Commissioner and exercise all of the authority of the
14 Commissioner at that meeting.
- 15 H. Alternates shall not participate in place of Commissioners on committees or in any
16 office.
- 17 I. In the event of the death, resignation, disqualification or removal of a Commissioner or
18 Alternate, a successor shall be appointed, as provided in subsection 302A.

19 **Section 303: Voting**

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

26 **Section 304: Resignation**

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

28 **Section 305: Attendance**

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

32 **ARTICLE 4: ORGANIZATION**

33 **Section 401: Board of Commissioners**

1 The Board shall consist of the Commissioners and Alternates. It shall be the duty of each
2 Commissioner to regularly report on the activities of CVRPC to the legislative body and the local
3 planning commission of the municipality of the Commissioner's appointment.

4 **Section 402: Officers**

5 A. CVRPC's officers shall consist of a chair (the "Chair"), vice chair (the "Vice Chair"), and
6 secretary/treasurer (the "Secretary/Treasurer"), each of whom shall be duly appointed
7 Commissioners of member municipalities.

8 B. Duties of officers shall be as follows:

9 1. The Chair shall call meetings of the Board and the Executive Committee and shall
10 preside at these meetings. The Chair shall prepare and cause to be distributed
11 to members, an agenda for all Board and Executive Committee meetings. The
12 Chair shall perform such other duties as are normal or customary to the office, or
13 which may be assigned by the Board. The Chair shall cast a vote on all issues
14 voted on at a Board or Executive Committee meeting, unless the Chair wishes to
15 abstain or has recused themself.

16 2. The Vice Chair shall act as Chair in the absence or incapacity of the Chair and
17 shall perform such other duties as may be assigned by the Board. The Vice Chair
18 may also advise the Chair on parliamentary issues. The Vice Chair shall act as
19 Secretary/Treasurer in the absence or incapacity of the Secretary/Treasurer.

20 3. The Secretary/Treasurer shall be CVRPC's recording officer and the custodian of
21 its records, except for those duties that are delegated to CVRPC staff. The
22 Secretary/Treasurer shall perform all duties customary to that office, including
23 overseeing all CVRPC financial records and overseeing minutes of Board
24 meetings and Committee meetings.

25 C. Additional officer duties may be assigned by a policy adopted by the Board.

26 **Section 403: Standing Committees**

27 A. General

28 1. Standing committees (the "Standing Committees") have a long-term role in
29 CVRPC's operations and core programs. All Standing Committees are advisory to
30 the Board unless otherwise specified by the Board. Board decisions shall be
31 documented in the committee's Rules of Procedure.2. The Board shall elect
32 Standing Committee members at its annual meeting unless otherwise specified.

33 3. Each Standing Committee shall have and be responsible for their rules of
34 procedure approved by the Board (the "Rules of Procedure"). The Rules of
35 Procedure shall specify the committee's purpose, general activities, role,
36 membership, voting procedures, officers, elections, attendance and quorums,

- 1 communication and coordination, adherence to CVRPC's conflict of interest
2 policy, and adoption of organizational procedures. The Board may assign
3 additional duties to any committee.
- 4 4. The advice, input, and opinions provided to outside parties by any committee
5 may be reviewed, confirmed or reversed by the Board of Commissioners at the
6 Board's discretion.
- 7 5. Standing Committees may establish subcommittees and workgroups as needed
8 to accomplish committee business.
- 9 65. Unless otherwise specified in the Rules of Procedure, all Standing Committee
10 members are eligible to vote on committee business.
- 11 7. All Standing Committees shall maintain meeting minutes. Standing Committees
12 shall report to the Board as it directs.
- 13 B. Executive Committee
- 14 1. The executive committee (the "Executive Committee") shall consist of seven
15 Commissioners (in accordance with 24 V.S.A. Section [4343\(b\)](#)), including the
16 three (3) officers of the Board and four (4) at-large members. Duly-appointed
17 Commissioners who **have an attendance record that shows dedication to CVRPC,**
18 **served on the Board for at least one year, and participated on one or more**
19 **committees during their term** are eligible for Executive Committee membership.
- 20 2. The purpose of the Executive Committee ~~is to facilitate the general operation of~~
21 ~~the Commission by acting on behalf of the Commission.~~ is to support the Board
22 of Commissioners by facilitating the general operation of CVRPC as directed by
23 the Board and to act on behalf of the Board in the absence of a Board quorum
24 when time precludes the delay of decision or action.
- 25 3. The duties of the Executive Committee shall be to:
- 26 a. Oversee and approve an annual work plan and budget for CVRPC,
27 including budget adjustments.
- 28 b. Recommend municipal dues.
- 29 c. Oversee and approve an organizational plan for CVRPC.
- 30 d. Authorize and accept grants, agreements and contracts with outside
31 organizations and agencies.
- 32 e. Review and accept the annual audit.
- 33 f. Approve the addition and elimination of staff positions as recommended
34 by the executive director. Adopt job descriptions and wage ranges for
35 staff positions.

- 1 g. Adopt and oversee personnel, financial, procurement, operational and
2 administrative policies and procedures.
- 3 h. Monitor emerging issues affecting CVRPC and inform the Board as
4 appropriate.
- 5 i. Approve agendas for Board meetings.
- 6 j. Recommend to the Board or, if timing requires, take appropriate action
7 on policy issues, including legislative issues, state or federal plans and
8 policy, regional planning commission allocation formulas or other issues
9 affecting the Central Vermont Region and its municipalities.
- 10 k. Nominate candidates for the Nominating Committee, taking
11 demonstrated commitment to CVRPC into account.
- 12 l. Review committee Rules of Procedure drafted by committees and/or
13 draft Rules of Procedure for new committees and recommend revised or
14 new Rules to the Board.
- 15 m. Carry out other actions adopted by the Board in accordance with 24
16 V.S.A. Section [4343\(b\)](#) or as directed by the Board.

17 C. Nominating Committee

- 18 1. The nominating committee (the "Nominating Committee") shall consist of three
19 (3) Board members, one of whom may be an Alternate Commissioner.
20 Nominees shall be submitted at the January Board meeting, and additional
21 nominations may be made from the floor. The Board shall elect the Nominating
22 Committee annually at its January meeting.
- 23 2. The purpose of the Nominating Committee ~~seek out qualified candidates to be~~
24 ~~nominated for election or appointment of Officers of the Board, at-large~~
25 ~~members of the Executive Committee, Standing and Special Committees, and~~
26 ~~other organizations for which CVRPC appoints a representative.~~ is to support the
27 Board of Commissioners by seeking and nominating qualified candidates for
28 positions and committees when directed by the Board.
- 29 3. The duties of the Nominating Committee shall be:
- 30 a. Recommend to the Board a slate of candidates for the Board positions of
31 Chair, Vice Chair, and Secretary/Treasurer **and at-large members of the**
32 **Executive Committee.** b. Recommend to the Board candidates for
33 Standing and Special Committees.
- 34 c. Recommend CVRPC representatives appointed by the Board to other
35 organizations and for other positions when directed by the Board.

36 D. Regional Plan Committee

- 1 1. The regional plan committee shall consist of five (5) Board members, two (2) of
2 whom may be Alternate Commissioners. (the “Regional Plan Committee”).
- 3 2. The purpose of the Regional Plan Committee ~~recommend updates to the Central~~
4 ~~Vermont Regional Plan and to oversee the Plan’s implementation.~~ is to support
5 the Board of Commissioners by making recommendations to the Board regarding
6 CVRPC’s duties as specified within 24 V.S.A. Section [4345a\(5\)](#), preparation of a
7 regional plan and amendments, and implementation of the regional plan.
- 8 3. The duties of the Regional Plan Committee shall be to:
 - 9 a. Oversee development and maintenance of the Regional Plan, pursuant to
10 24 V.S.A. Section [4347](#) and the requirements and allowances in 24 V.S.A.
11 Section [4348\(b\)](#), and make recommendations for approval by the Board.
 - 12 b. Provide advice and recommendations on plans, policies, programs,
13 budgets, and issues related to Plan implementation.
 - 14 c. Oversee other tasks related to the Regional Plan as assigned by the Board
15 or required or permitted by the Act.
- 16 E. Project Review Committee
 - 17 1. The project review committee (the “Project Review Committee”) shall consist of
18 five (5) members plus one (1) alternate committee member, each of whom shall
19 be a Commissioner or an Alternate Commissioner. Two (2) of the committee
20 members may be Alternate Commissioners.
 - 21 2. The purpose of the Project Review Committee is to support the Board of
22 Commissioners by fulfilling the CVRPC’s statutory role as specified within 24
23 V.S.A. Section [4345a\(13\)](#) and (14). These items are commonly referred to Act
24 250 ([10 V.S.A. Chapter 151](#)) and Section 248 ([30 V.S.A. Chapter 5](#)).
 - 25 3. The duties of the Project Review Committee shall be to:
 - 26 a. Evaluate Act 250 and Section 248 development projects relative to
27 conformance with the Regional Plan.
 - 28 b. Offer advice, input, and opinions to applicants, the District Environmental
29 Commission, the Vermont Public Utility Commission, and other
30 organizations and individuals as appropriate, consistent with plans,
31 policies, positions or resolutions adopted by the Board of Commissioners.
 - 32 c. Provide recommendations to the Regional Plan Committee on
33 amendments or changes to Substantial Regional Impact criteria.
 - 34 d. Provide the Board copies of all written decisions and recommendations
35 regarding Act 250 and Section 248 projects.

- 1 F. Municipal Plan Review Committee
- 2 1. The municipal plan review committee (the “Municipal Plan Review Committee”)
- 3 shall consist of five (5) Board members, two (2) of whom may be Alternate
- 4 Commissioners.
- 5 2. The purpose of the Municipal Plan Review Committee shall be to support the
- 6 Board of Commissioners by making recommendations to the Board regarding the
- 7 Commission’s duties as specified within 24 V.S.A. Sections [4350](#), Review and
- 8 consultation regarding municipal planning effort, subsections (a) and (b), and
- 9 Section [4352, Optional determination of energy compliance; enhanced energy](#)
- 10 [planning, subsection](#) (b), Municipal plan.
- 11 3. The duties of the Municipal Plan Review Committee shall be to:
- 12 a. Review municipal plans for conformance to statutory requirements, in
- 13 accordance with 24 V.S.A. Section [4350\(b\)](#), and make recommendations
- 14 regarding approval to the Board.
- 15 b. Review municipal enhanced energy plans for determination of energy
- 16 compliance, in accordance with 24 V.S.A. Section [4352\(b\)](#) , and make
- 17 recommendations regarding certification to the Board.
- 18 c. Review municipal planning processes, in accordance with 24 V.S.A.
- 19 Section [4350\(a\)](#), and make recommendations for confirmation to the
- 20 Board.
- 21 d. Review the compatibility of all municipal plans at least every eight years
- 22 and in accordance with 24 V.S.A. Section [4345a\(9\)](#) and report its findings
- 23 to the Board.
- 24 e. Provide guidance to municipalities about future plan updates and ways to
- 25 strengthen planning efforts.
- 26 G. Transportation Advisory Committee
- 27 1. The transportation advisory committee (the “Transportation Advisory
- 28 Committee”) shall consist of representatives of member municipalities. Each
- 29 member municipality of CVRPC is eligible to appoint one voting member and one
- 30 alternate to the Transportation Advisory Committee. Municipal participation is
- 31 discretionary and determined by appointment by the municipality’s legislative
- 32 body.
- 33 2. Municipal legislative bodies shall certify the appointment of the committee
- 34 member and alternate in writing to CVRPC. Committee members and alternates
- 35 begin serving immediately upon certification of appointment unless otherwise
- 36 specified in the appointment.

- 1 3. Committee members and alternates who are appointed midterm shall serve out
2 the term ending June 30 and may continue serving for the subsequent term
3 starting July 1 without recertification. Once a committee member or alternate
4 serves a complete term, the appointment must be re-certified for the next term
5 beginning on July 1. If reappointed by their municipality, Committee members
6 and alternates may serve successive terms until a successor is appointed.
7 .
8 4. The purpose of the Transportation Advisory Committee is to support and be
9 advisory to the Board of Commissioners by ensuring local consultation and broad
10 citizen participation in CVRPC and State of Vermont transportation planning
11 programs.
12 7. The duties of the Transportation Advisory Committee shall be to:
13 a. Oversee the CVRPC transportation planning program in accordance with
14 CVRPC plans, policies and procedures, including assisting with the
15 development of CVRPC’s annual transportation work program and
16 budget.
17 b. Develop and update a regional transportation element as part of the
18 Regional Plan.
19 c. Provide recommendations on funding and prioritization for the Vermont
20 Agency of Transportation’s Capital Budget and State Transportation
21 Improvement Program.
22 d. Act as a liaison between local communities and the Vermont Agency of
23 Transportation.
24 e. Provide local and regional input to the Board of Commissioners and the
25 Vermont Agency of Transportation regarding transportation issues
26 important to the region.

27 **Section 404: Special Committees**

- 28 A. The Board may create special committees (“Special Committees”) as needed to address
29 specific tasks or to oversee or advise CVRPC projects or programs.
- 30 B. Special Committees may include Commissioners, Alternates, topic experts, interest
31 group representatives, or other public representatives as appropriate to accomplish the
32 purpose of the Special Committee. The Board shall appoint Commissioners or
33 Alternates to serve as members of Special Committees. Special Committee members
34 who are not Commissioners or Alternates shall be appointed as specified in the Special
35 Committee’s Rules of Procedure as outlined below in Section 404.E.
- 36 C. Special Committees shall be advisory to the Board. Special Committees may offer

- 1 advice, input, and opinions to agencies, other organizations and individuals as
2 appropriate, provided that they are compatible with plans, policies, positions or
3 resolutions adopted by the Board.
- 4 D. The advice, input, and opinions provided to outside parties by any committee may be
5 reviewed, confirmed or reversed by the Board of Commissioners at the Board's
6 discretion.
- 7 E. Each Special Committee shall have Rules of Procedure approved by the Board. The
8 Rules of Procedure shall specify the committee's purpose, general activities, role,
9 membership, voting procedures, officers and elections, attendance and quorums,
10 communication and coordination, adherence to CVRPC's conflict of interest policy and
11 other required policies, and adoption of organizational procedures.
- 12 F. Special Committees may establish subcommittees and workgroups as needed to
13 accomplish committee business. Subcommittees and workgroups must adhere to the
14 same requirements as the Special Committee.
- 15 G. Unless otherwise specified in the Rules of Procedure, all committee members are
16 eligible to vote on committee business.
- 17 H. Special Committees shall follow Vermont Open Meeting and Public Records Law and
18 report to the Board as it directs.

19 **Section 405: Appointed Representatives**

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

23 **Section 406: Staff**

- 24 A. CVRPC staff shall consist of an executive director (the "Executive Director") and any
25 other administrative or technical staff as approved by the Executive Committee.
- 26 B. The Executive Director and staff shall implement the work plan approved by the
27 Executive Committee and undertake other duties assigned by the Board or Executive
28 Committee.
- 29 C. All personnel matters shall be managed in accordance with the adopted Personnel
30 Policies. Job descriptions for all staff shall be kept on file.
- 31 D. No person seeking employment or having business with CVRPC shall be discriminated
32 against for reasons of race, color, national origin, ancestry, place of birth, religion,
33 gender identity, sexual orientation, pregnancy, age, marital status, military/veteran
34 status, genetic information, physical or mental disability, HIV status or any other
35 characteristic protected by state or federal law.

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

2 **Section 501: Nominations**

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

4 B.

5 The Nominating Committee shall present an initial slate of Board Officers and at-large Executive
6 Committee members at the Board's April regular meeting, with a final slate of
7 candidates presented at the May regular meeting. Additional candidates may be
8 nominated from the floor at the May regular meeting provided the candidate is present
9 to **accept the nomination, or has provided the Chair written acceptance if nominated**, at
10 which time nominations will be closed, and those nominations added to the slate.

11 C. The Nominating Committee shall present a slate of other Standing and Special
12 Committee members and appointed representatives to other organizations, at the
13 Board's May regular meeting. Additional candidates may be nominated from the floor
14 at the May regular meeting, at which time nominations will be closed, and those
15 nominations added to the slate.

16 **Section 502: Elections**

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

22 **Section 503: Terms of Office**

23 A. The terms of office for Officers and the Executive Committee are one year, from July 1
24 to June 30.

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

28 C. Terms of office for appointments to other bodies shall reflect the terms of the other
29 body.

30 D. For the terms of office for Commissioners and Alternates, see Section 302C of these
31 Bylaws.

32 **Section 504: Vacancies**

33 A. In the event that any Officer or Executive Committee position is vacated, such vacancy
34 shall be filled by nomination from the floor at the next regular Board meeting. Members

1 so elected shall hold office only for the balance of the current year or until their
2 successors are elected and installed.

3 B. B. In the event of the death, resignation or inability to act as a Commissioner,
4 member of all other committees, or appointee, a successor shall be elected or
5 appointed using the same process as provided in the case of the original election or
6 appointment. ~~Committee Rules of Procedure shall address vacancies on other~~
7 ~~committees.~~

8 **Section 505: Removal from Office**

9 A. Any Officer, member of any committee or representative to another body elected by
10 the Board may be removed from their committee or representative position for
11 violations of CVRPC’s adopted Code of Conduct and Conflict of Interest Policy. Removal
12 requires a 60% vote of all members of the Board. Any action for removal must be
13 warned one month in advance of the Board meeting at which such a vote will be taken.

14 B. Commissioners and Alternates may only be removed from the Board through action by
15 their municipal governing body, in accordance with Section 302F.

16 **ARTICLE 6: MEETINGS**

17 **Section 601: Open Meeting Law**

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

20 In addition and except as otherwise provided in these bylaws, meetings of the Board and
21 committees established by the Board may be conducted via telephone or through use of
22 Internet meeting services designated by CVRPC. These electronic meetings shall be subject to
23 all rules adopted by the Board or the Commission to govern them, which may include any
24 reasonable limitation on, and requirement for, Board members’ participation. Any such rules
25 adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but
26 may not otherwise conflict with or alter any rule or decision of the CVRPC.

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

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

32 **Section 603: Annual Meeting**

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

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

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

3 **Section 605: Committee Meetings**

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

5 **Section 606: Notice of Meetings**

6 A. Notice of Board meetings shall be provided in accordance with the Vermont Open
7 Meeting Law. To the extent possible, CVRPC will provide five (5) days notice of
8 meetings.

9 B. Notice of committee meetings shall be provided in accordance with the Vermont Open
10 Meeting Law. To the extent possible, CVRPC will provide five (5) days notice of
11 meetings. Notice and agendas for committee meetings shall be provided to
12 Commissioners and Alternates.

13 **Section 607: Quorum**

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

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

21 **Article 608: Parliamentary Authority**

22 Robert's Rules of Order (the most current edition then in effect) shall generally govern the
23 proceedings of the Board and all CVRPC committees, unless otherwise specifically covered
24 within these Bylaws or by any other special rules the Board may adopt.

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

26 Minutes of all meetings of the Board and all committees established by the Board shall be kept
27 and copies shall be available to all Commissioners, member municipalities, and the general
28 public in accordance with the Vermont Public Records Act (codified at 1. V.S.A. Sections 315-
29 320).

30 **ARTICLE 7: FUNDING**

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

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

33 **Section 702: Membership Assessment**

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

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

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

9 **Section 704: Borrowing Authority**

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

14 **Section 705: Signatory**

- 15 A. The Executive Director or the Director’s designee is responsible for approving and
16 signing funding applications and proposals.
- 17 B. The Executive Committee is responsible for approving contracts and agreements, and
18 shall authorize an Officer or the Executive Director to sign approved contracts,
19 instruments, and agreements on behalf of CVRPC.
- 20 C. The Chair, Secretary/Treasurer and Executive Director are authorized to sign checks,
21 notes, drafts and orders related to an approved budget, work plan, contract, or
22 agreement. All other payments must be approved and authorized by the Executive
23 Committee.

24 **ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS**

25 **Section 801: Participation**

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

30 **Section 802: Content of Agreement**

- 31 A. A municipal service agreement shall describe the services to be provided and the
32 amount of funds payable by, and/or a formula for allocating costs to, each municipality
33 that is a party to the service agreement. Service of personnel, use of equipment and
34 office space, and other necessary services may be accepted from municipalities as part
35 of their financial support and shall be clearly documented in the annual budget for the

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

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

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

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

16 **Section 803: Termination of Agreement**

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

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

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

33 **Section 804: Other Contracted Services**

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

37 **ARTICLE 9: SUPPLEMENTARY PROVISIONS**

1 **Section 901: Indemnification**

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

7 **Section 902: Conflict of Interest**

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

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.

1 **Section 908: Amendments to Bylaws**

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

16 **Section 909: Severability**

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

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

20 Bylaws first adopted April 27, 1967.

21

22 Amended May 27, 1980.

23 Amended January 10, 1989.

24 Amended May 10, 1994.

25 Amended November 11, 1997.

26 Amended May 8, 2001.

27 Amended April 13, 2010.

28 Amended April 11, 2017.

29 Amended December 10, 2019.

30 Amended XXX. 