

**BYLAWS WORK GROUP**  
**Wednesday, August 25, 2021**  
**10:30 am**

***Physical Location***

Central VT Chamber of Commerce Conference Room, 963 Paine Turnpike North, Berlin  
(Facial coverings are required for in-person participation)

***Remote Participation via Zoom<sup>1</sup>***

<https://us02web.zoom.us/j/89684709186?pwd=S1VwVjB2MlB1RVFSTmdQR2dtMUhBQT09>

Via phone: +1-929 436 2866 US; Meeting ID: 896 8470 9186; Passcode: 779948

Download the app at least 5 minutes prior to the meeting start: [www.zoom.com](http://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**

**10:30<sup>2</sup> 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: September 14, 2021 at 11:00 am**

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

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

1                   **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**  
 2                                   **Bylaws Work Group**  
 3                                   **DRAFT Meeting Minutes**  
 4                                   **August 10, 2021**

6 Attendance: Steve Lotspeich, George Clain, Michael Gray

7 Staff: Bonnie Waninger

9 Chair Lotspeich called the meeting to order at 11:14 am. Nancy Chartrand staffed the physical meeting  
10 location but did not participate in the meeting.

11  
12 **Adjustments to the Agenda**

13 None.

14  
15 **Public Comment**

16 None.

17  
18 **Minutes**

19 G. Clain requested the following modifications to the July 28 minutes:

- 20     • Page 1, Line 32: Strike as follows: "...whether Alternates should vote on elections in addition to  
21       Commissioners."
- 22     • Page 1, Line 32: Strike "If a paper ballot were used,..."
- 23     • Page 2, Line 9: Replace "Clain expressed he was not comfortable with the Nominating  
24       Committee deciding who is placed on the final slate presented to the Board." with "Clain asked  
25       whether additional nominations need to be returned to the Nominating Committee for inclusion  
26       on the slate."

27  
28 *G. Clain moved to approve the July 28, 2021 minute as amended; M. Gray seconded. Motion carried.*  
29

30 **Bylaw Review**

31 Major items of discussion included:

- 32     • Section 502, Elections: Discussed Roberts Rules of Order and write in candidates. Concluded  
33       write in candidates are permissible on a ballot.
- 34     • Section 601, Meetings: Added language to enable meeting via telephone or through use of  
35       Internet meeting services while maintaining compliance with Vermont Open Meeting Law.
- 36     • Section 705, Signatory: Discussed staff recommendation to add language to authorize the  
37       Executive Director or the Director’s designee to approve and sign funding applications and  
38       proposals. This is CVRPC’s current practice. The language adds clarity for certain federal grant  
39       applications. Included direction that Board authorization for a specific application or proposal,  
40       when required by a funding agency be obtained in advance of the application submission.

41

1 **Next Steps**

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

- 4       • Wednesday, August 25 at 10:30 am.  
5       • Tuesday, September 14 at 11:00 am.  
6       • Wednesday, September 22 at 10:30 am.

7

8 **Adjourn**

9 *G. Clain moved to adjourn at 12:53 pm; M. Gray seconded. Motion carried.*

10

11 Respectfully submitted,  
12 Bonnie Waninger, Executive Director



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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 08/10/21**

**Yellow highlight** signifies end point for previous discussion

ARTICLES OF CONSTITUTION AND BYLAWS OF THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION

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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 himself.

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, opinions, and decisions provided to outside parties by any  
5 committee may be reviewed, confirmed or reversed by the Board of  
6 Commissioners at the 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

1 **ARTICLE 6: MEETINGS**

2 **Section 601: Open Meeting Law**

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

5 In addition to requirements of Vermont Open Meeting Law, and except as otherwise provided  
6 in these bylaws, meetings of the Board and committees established by the Board may be  
7 conducted via telephone or through use of Internet meeting services designated by CVRPC.

8 These electronic meetings shall be subject to all rules adopted by the Board or the Commission  
9 to govern them, which may include any reasonable limitation on, and requirement for, Board  
10 members' participation. In the event of a conflict between rules adopted by the Board and the  
11 Vermont Open Meeting Law, Open Meeting Law shall prevail.

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

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

17 **Section 603: Annual Meeting**

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

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

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

22 **Section 605: Committee Meetings**

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

24 **Section 606: Notice of Meetings**

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

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

32 **Section 607: Quorum**

33 A. A majority of Commission seats shall comprise a quorum for Board meetings and  
34 transacting business. In the event of a tie vote on any matter before the Board,

1 including the vote of the Chair, such motion, resolution or action shall be considered  
2 defeated.

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

6 **Article 608: Parliamentary Authority**

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

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

11 Minutes of all meetings of the Board and all committees established by the Board shall be kept  
12 and copies shall be available to all Commissioners, member municipalities, and the general  
13 public in accordance with the Vermont Public Records Act (codified at 1. V.S.A. Sections 315-  
14 320).

15 **ARTICLE 7: FUNDING**

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

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

18 **Section 702: Membership Assessment**

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

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

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

27 **Section 704: Borrowing Authority**

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

32 **Section 705: Signatory**

33 A. The Executive Director or the Director’s designee is responsible for approving and  
34 signing funding applications and proposals. When a funding agency requires Board

- 1 authorization for a specific application or proposal, authorization shall be obtained from
- 2 the Board (or the Executive Committee per Section 403.B.j.) prior to signature of the
- 3 application.
- 4 B. The Executive Committee is responsible for approving contracts and agreements, and
- 5 shall authorize an Officer or the Executive Director to sign approved contracts,
- 6 instruments, and agreements on behalf of CVRPC.
- 7 C. The Chair, Secretary/Treasurer and Executive Director are authorized to sign checks,
- 8 notes, drafts and orders related to an approved budget, work plan, contract, or
- 9 agreement. All other payments must be approved and authorized by the Executive
- 10 Committee.

11 **ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS**

12 **Section 801: Participation**

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

17 **Section 802: Content of Agreement**

- 18 A. A municipal service agreement shall describe the services to be provided and the
- 19 amount of funds payable by, and/or a formula for allocating costs to, each municipality
- 20 that is a party to the service agreement. Service of personnel, use of equipment and
- 21 office space, and other necessary services may be accepted from municipalities as part
- 22 of their financial support and shall be clearly documented in the annual budget for the
- 23 service approved by the parties to the agreement. A municipal service agreement shall
- 24 include details regarding liability and enforcement.
- 25 B. To become effective, a municipal service agreement shall be executed by a duly
- 26 authorized agent of CVRPC and of each of the legislative bodies of the municipalities
- 27 who are proposed parties to the service agreement. The agreement may include other
- 28 parties as may be relevant to a particular service.
- 29 C. When deemed appropriate by the participating municipalities and CVRPC, municipal
- 30 service agreements may include a governance committee made up of representatives of
- 31 the participating municipalities and CVRPC. If a governance committee is formed, the
- 32 municipal service agreement shall include appropriate details regarding the
- 33 responsibilities, voting rights and financial obligations of each member.
- 34 D. Any modification to a service agreement shall become effective only when approved by
- 35 all parties to the service agreement, including CVRPC's Executive Committee and the
- 36 legislative bodies of all involved municipalities. Such modifications shall be in writing,
- 37 with a copy provided to all parties to the agreement.

1 **Section 803: Termination of Agreement**

- 2 A. All municipal service agreements shall contain a termination date unless some other  
3 method of termination is expressly provided in the agreement. Service agreements  
4 shall also contain a provision describing how parties may withdraw from the agreement  
5 prior to the termination date. The method of withdrawing from and/or terminating a  
6 service agreement shall generally be the same as the process for entering such  
7 agreement – i.e., by majority vote of the members of the municipal legislative body and  
8 CVRPC’s Executive Committee, subject to other applicable provisions of law. If,  
9 however, the service agreement involves multi-year financial obligations, or other  
10 contractual obligations have been incurred in reliance on the service agreement, the  
11 withdrawing party shall withdraw only upon satisfaction of those obligations or mutual  
12 written agreement regarding the process to satisfy the same.
- 13 B. The withdrawal provision of a municipal agreement with one municipality shall provide  
14 for at least 30 days notice unless otherwise provided in the agreement.
- 15 C. The withdrawal provision of a municipal agreement with multiple municipalities shall  
16 provide for at least six months notice prior to the beginning of a fiscal year, unless  
17 otherwise provided in the agreement.

18 **Section 804: Other Contracted Services**

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

22 **ARTICLE 9: SUPPLEMENTARY PROVISIONS**

23 **Section 901: Indemnification**

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

29 **Section 902: Conflict of Interest**

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

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

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

5 **Section 904: Annual Report**

6 The Executive Director shall prepare a written annual report to the member municipalities by  
7 December 31<sup>st</sup>.

8 **Section 905: Audit**

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

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

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

15 **Section 907: Dissolution**

16 CVRPC shall be dissolved or terminated:

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

22 **Section 908: Amendments to Bylaws**

23 A. A proposed amendment shall be placed on the agenda for any regularly scheduled  
24 meeting of the Board by vote of the Board or by vote of the Executive Committee.

25 B. The proposed amendment shall be discussed at the next regular meeting of the Board  
26 and may be amended at that meeting. An affirmative vote of the Board is required to  
27 advance the agreed upon proposed amendment. That vote must direct that the final  
28 proposed amendment be placed on the agenda of a subsequent regular meeting for a  
29 final vote.

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



1 D. The proposed amendment shall become effective upon the affirmative vote of 60% of  
2 the Commissioners. If a 60% affirmative vote is not attained, the proposed amendment  
3 fails.

4 **Section 909: Severability**

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

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

8 Bylaws first adopted April 27, 1967.

9

10 Amended May 27, 1980.

11 Amended January 10, 1989.

12 Amended May 10, 1994.

13 Amended November 11, 1997.

14 Amended May 8, 2001.

15 Amended April 13, 2010.

16 Amended April 11, 2017.

17 Amended December 10, 2019.

18 Amended XXX.