

**BYLAWS WORK GROUP**  
**Tuesday, September 14, 2021**  
**11:00 am**

*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)

***Physical Location***

City Council Chambers, City Hall, 39 Main Street, Montpelier, VT

*Facial coverings are required for in-person participation.*

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](mailto:chartrand@cvregion.com) at least 3 business days prior to the meeting for which services are requested.

**AGENDA**

**11:00<sup>2</sup> Adjustments to the Agenda**

**Public Comment**

**11:05 Minutes** (enclosed; action item)

**11:10 Bylaw Review** (enclosed)

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

**12:20 Next Steps**

Set date, time, and preliminary agenda for next meeting

**12:30 Adjourn**

**Next Meeting: TBD**

<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 25, 2021**

5  
6 Attendance: Steve Lotspeich, George Clain, Michael Gray

7 Staff: Bonnie Waninger

8  
9 Chair Lotspeich called the meeting to order at 10:32 am.

10  
11 **Adjustments to the Agenda**

12 M. Gray requested the Work Group discuss alternate meeting times for Wednesdays.

13  
14 **Public Comment**

15 None.

16  
17 **Minutes**

18 *G. Clain moved to approve the August 10, 2021 minute as amended; M. Gray seconded. Motion carried.*

19  
20 **Bylaw Review**

21 Major items of discussion included:

- 22     • Section 705, Signatory: Confirmed maintenance of language proposed at the previous meeting.
- 23     • Section 801, Municipal Services Agreement: Walked through text. Specific discussion on
- 24       difference between a Share Services Agreement and a Fee for Service contract.
- 25     • Section 900, Supplementary Provisions:
- 26       – Waninger recommended changes to Section 901, Indemnification, to remove the
- 27       existing language as too inclusive and replace with a requirement for the organization to
- 28       carry Public Officials Liability Insurance or its equivalent. Staff will draft alternate text
- 29       for Section 901 related to Public Officials Liability Insurance and a memo/new text for
- 30       bonding (per NRPC bylaw language).
- 31       – Added language to Section 902 to better correspond with CVRPC's Code of Conduct and
- 32       Conflict of Interest Policy.
- 33       – Added language to Section 907, Dissolution, to notify municipal legislative bodies of a
- 34       proposed dissolution.
- 35       – For Section 908, Clain provided a resource from Roberts Rules of Order online related to
- 36       Amendments of Constitutions, By-laws and Rules of Order. He requested it be discussed
- 37       at the next meeting.
- 38

39 **Next Steps**

40 The Committee meets regularly on the second Tuesday of the month at 11 am and the fourth

41 Wednesday of the month at 10:30 am. The next meetings are scheduled for:

- 42     • Tuesday, September 14 at 11:00 am.

- 1 • Wednesday, September 22 at 10:30 am. A Work Group member has a conflict. The Work
- 2 Group agreed to discuss a potential day/time change at the September 14 meeting.
- 3 • Tuesday, October 12 at 11:00 am
- 4

5 Clain asked if the Work Group would consider meeting outside of daylight hours given the businesses of  
6 late summer.

7  
8 Working with Clain, Waninger will draft a memo with outstanding issues for the Work Group to address.  
9 Clain requested the Work Group make decisions about recommendations for all outstanding issues.

10  
11 **Adjourn**

12 *M. Gray moved to adjourn at 12:06 pm; G. Clain seconded. Motion carried.*

13  
14 Respectfully submitted,  
15 Bonnie Waninger, Executive Director



## MEMO

Date: September 12, 2021  
 To: Bylaw Work Group  
 From: Bonnie Waninger, Executive Director  
 Re: Bylaw Update Items Remaining for Discussion

At the Work Group's request, staff reviewed the current revised document to identify items remaining for discussion by the Work Group. Previous meeting discussions will be reviewed prior to the next meeting.

Item	Page	Issue for Discussion	Staff Recommendation
1	3	Section 303, A: Should "Commissioner" be replaced with "municipality"?	Maintain existing language. It is the Commissioner appointed by the municipality who votes, not the municipality itself. Municipalities may direct their Commissioners to vote in a certain manner; however, Vermont Statute related to fiduciary responsibility requires that the Commissioner to vote in the best interest of CVRPC, not the municipality.
2	4	Section 401: Language deletion.	Retain existing language. The Board consists of a representative of each municipality. The language "serving in the absence of a Commissioner" clarifies that the Commissioner holds the seat and the Alternate serves when the Commissioner is absent.
3	4	Section 402.B.1: Is a conflict between Section 402.B.1, Duties of Officer, which states: "The Chair shall prepare and cause to be distributed to members, an agenda for all Board and Executive Committee meetings." and Section 403.B.3.i, Executive Committee duties, which states: "Approve agendas for Board meetings."	Maintain existing language. The Chair approves the Executive Committee agenda and a draft Board agenda. The Executive Committee then reviews and approves a final Board agenda.

Item	Page	Issue for Discussion	Staff Recommendation
4	4	Section 403, A.3: Should language be added to make committees responsible for their Rules of Procedure?	Staff is unclear what “be responsible for” means in this context. The Board provides authority for committee action and directs how its committees will act via the Rules of Procedure adopted by the Board. All Rules of Procedure specify that the committee may amend their Rules, subject to Board review and ratification. “Be responsible for” could be construed to indicate committees have sole responsibility for amending their Rules.
5	5	Section 403, A.7: Should Committee reports be endorsed, adopted, or approved by the Board to fulfill the Board’s fiduciary responsibility?	Include text to have the Board “accept” the reports. This confirms the Board has read the reports and did not chose to reverse any committee decisions.
6	6	Section 403, B.m: Modify language to specify that the Executive Committee can carry out actions adopted by the Board.	Retain the existing text. 24 V.S.A Section 4343(b) relates to an RPC forming an executive board. The original word order said the Executive Committee should do a) what Vermont law authorizes, and b) what a Board policy says it should do. The wording changes modifies this. State Statute is the higher authority.
7	8	Section 403, F.3: Should the Project Review Committee evaluate <a href="#">Federal Energy Regulatory Commission (FERC) license applications and renewals</a> ? FERC issues hydro power licenses and pumped storage projects. Currently, staff reviews and comments on these projects.	Add FERC license reviews to the Project Review Committee duties.
8	9	Section 403, F.2: How does Statute relate to bylaws and how do bylaws relate to committees?	Staff is unclear what this parking lot item is.
9	10	Section 403, G.4: Should new language be removed?	Remove added language. The language removes CVRPC’s longstanding practice of having the TAC make decisions related to the annual State project prioritization process. Similar language was not added to other committees.

Item	Page	Issue for Discussion	Staff Recommendation
10	13	<p>Section 502: Should the elections process be revised and/or clarified? Specific questions include:</p> <p>a) Does the Board wish to continue using a written ballot for elections or does it want to move to a voice vote at the Annual Meeting?</p> <p>b) Does the Board wish to continue electing the membership of all committees?</p> <p>c) Does the Board wish to continue electing appointed representatives?</p> <p>d) Clarify how the nominations process works in relationship to a slate.</p> <p>e) Should wording specify ballots are “sent” or “mailed”?</p> <p>f) Should Alternates be permitted to vote in the event a Commissioner does not return a ballot? If so, ballots of Alternates would only be opened if the Commissioner did not vote.</p> <p>g) Should the bylaws specify that the mail-in ballot process be the same as for Vermont General Elections?</p> <p>h) Should the bylaws specify the tie break vote be secret?</p> <p>i) Should the tie break vote be at the Annual Meeting or at the meeting following the Annual Meeting?</p>	<p>Maintain the elections process as is:</p> <ul style="list-style-type: none"> <li>• maintain a written ballot, and election of committee membership and appointed representatives.</li> <li>• maintain the current ballot process. If a Commissioner does not wish to vote on behalf of their municipality, the Commissioner could provide their ballot to the Alternate.</li> <li>• Maintain the tie break process as is. A Commissioner can choose to request a secret ballot if they desire one. The tie break vote should occur at the Annual Meeting as terms end June 30. If the Board wishes to have a tie known in advance of the meeting, the bylaws could specify that election results are included with the meeting packet rather than announced at the meeting.</li> </ul> <p>Maintain “sent” in the bylaws. Bylaws are guiding principles. Sent is less restrictive and allows for adaptations per requests of future Boards.</p>
11	13	<p>Section 503,C: Should the term of appointments to other entities have a default term if the other entity doesn’t specify a term?</p>	<p>Add clarifying text to default to a one-year term if an organization does not specify a term for appointments to it.</p>
12	18	<p>Section 903: New proposed text on whistleblower protections.</p>	<p>Do not include text. The False Claims Act relates to making false claims to the government and is covered under our federal contracts. The remainder of the text is so broad as to open CVRPC to considerable liability for having to defend itself in the</p>

Item	Page	Issue for Discussion	Staff Recommendation
			event an individual disagrees with a Board decision and considers the decision an abuse of authority.
13	19	Section 908, B: Should "a" be modified to "the" to increase specificity?	Accept change. Roberts Rules of Order online recommends being specific that the proposed amendment is placed on the agenda of "the" subsequent regular meeting rather than "a" subsequent regular meeting to avoid indefinite delay.



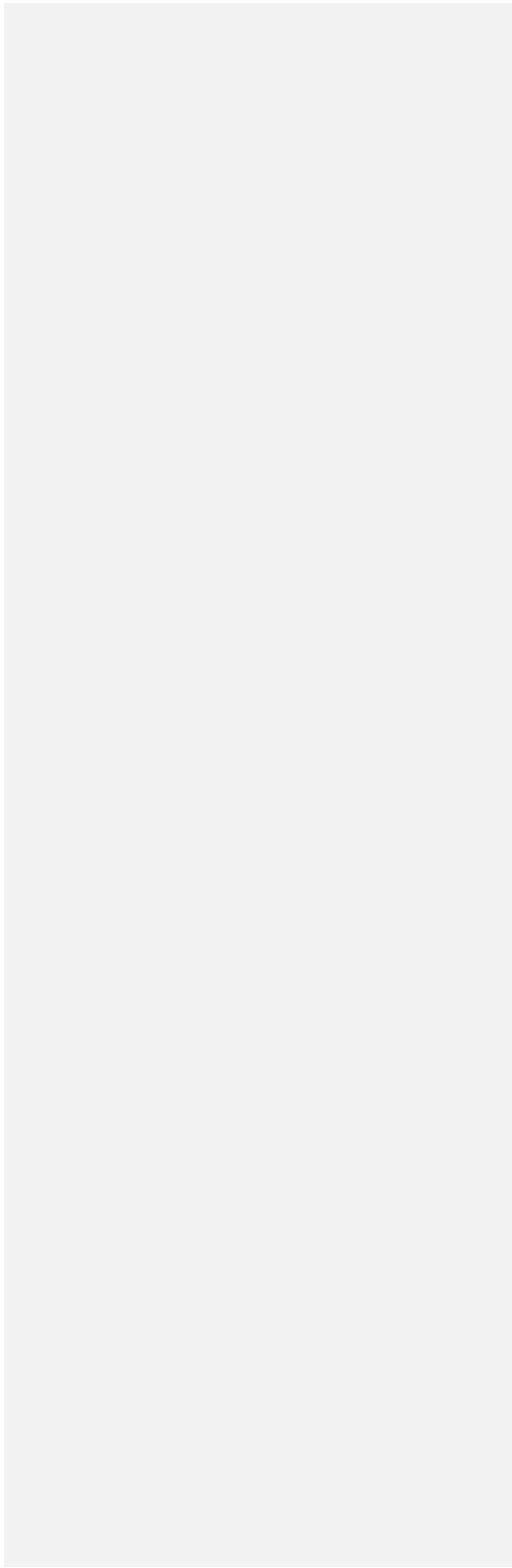
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**ARTICLES OF CONSITUTION AND BYLAWS OF  
THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION**

**Amended by the Commissioners on December 10, 2019**

**Draft as of 08/25/21**

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





Articles of Constitution and Bylaws of CVRPC – Draft 08/25/21

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

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

**ARTICLE 1: NAME AND ADDRESS**

The name of this organization shall be the Central Vermont Regional Planning Commission, hereinafter referred to as CVRPC. The principal address of CVRPC shall be the address of its offices.

**ARTICLE 2: POWERS AND PURPOSES**

**Section 201: Legal Basis**

The legal basis of CVRPC is established in the Vermont Municipal and Regional Planning and Development Act, codified at 24 V.S.A. Sections 4301 et seq. [\[Chapter 117\]](#) (hereinafter referred to as the “Act”), and other such laws as may be enacted by the General Assembly of the State of Vermont.

**Section 202: General Purpose**

The purpose of CVRPC is to assist Central Vermont municipalities in providing effective local government and to work cooperatively with them to address regional issues. CVRPC shall coordinate and assist in efforts to promote the present and future health, safety and general welfare of the people of Central Vermont through planning and development activities.

**Section 203: Regional Planning**

CVRPC shall prepare and adopt a Regional Plan in accordance with the provisions of 24 V.S.A. Sections [4348](#) and [4348\(a\) and \(b\)](#) and consistent with the goals of 24 V.S.A. Section [4302](#).

CVRPC shall undertake other activities or duties as required or permitted by state or federal law including, but not limited to, those outlined in 24 V.S.A Sections [4345](#), [4345\(aA\)](#), [4348](#), and [4350- and 4352](#).

**Section 204: Municipal Planning**

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

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

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

In accordance with the provisions of 24 V.S.A. Section [4345](#), CVRPC may undertake comprehensive planning and studies, and make recommendations on land development; urban renewal; transportation; economic, industrial, commercial and social development; urban beautification and design improvements; historic and scenic preservation; capital investment

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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(bB), 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.

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- 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. ~~In the absence of the a Commissioner~~ When a Commissioner is unable to participate at
- 13 any meeting of the Board, the Alternate shall sit as the Commissioner and exercise all of
- 14 the authority of the 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 ~~promptly~~, 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” Pprior 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. ~~before casting a vote on such matter.~~
- 24 When so requested, the vote ~~may~~shall be postponed pending approval of the Board of
- 25 Commissioners, unless such postponement results in violation of the Act or other
- 26 Vermont law.

Commented [BW1]: G.Clain comment: replace “Commissioner” with “municipality”.

27 **Section 304: Resignation**

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

29 **Section 305: Attendance**

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

33 **ARTICLE 4: ORGANIZATION**

34 **Section 401: Board of Commissioners**

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1 The Board shall consist of the Commissioners and Alternates, ~~serv~~ing in the absence of a  
2 ~~Commissioner.~~ It shall be the duty of each Commissioner to regularly report on the activities of  
3 CVRPC to the legislative body and the local planning commission of the municipality of the  
4 Commissioner’s appointment.

Commented [BW2]: Staff recommendation is to retain this language. The Board consists of a representative of each municipality. The language “serving in the absence of a Commissioner” clarifies that the Commissioner holds the seat and the Alternate services when the Commissioner is absent.

5 **Section 402: Officers**

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

9 B. Duties of officers shall be as follows:

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

Commented [SS3]: Per G.Clain 6/8 email: See Duites of Exec Com #1. Should this be moved there?  
Staff recommendation is to retain the language here. The section and statement is about the duties of Officers and the Chair.

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

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

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

27 **Section 403: Standing Committees**

28 A. General

29 1. Standing committees (the “Standing Committees”) have a long-term role in  
30 CVRPC’s operations and core programs. All Standing Committees are advisory to  
31 the Board unless otherwise specified by the Board. Board decisions shall be  
32 documented in the committee’s Rules of Procedure.

33 2. The Board shall elect Standing Committee members at its annual meeting unless  
34 otherwise specified.

35 3. Each Standing Committee shall have and be responsible for their rules of  
36 procedure approved by the Board (the “Rules of Procedure”). The Rules of

Commented [SS4]: Per G.Clain 6/8 email: add text.

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Procedure shall specify the committee’s purpose, general activities, role, membership, voting procedures, officers, elections, attendance and quorums, communication and coordination, adherence to CVRPC’s conflict of interest policy, and adoption of organizational procedures. The Board may assign additional duties to any committee.

34. The advice, input, ~~and~~ opinions, and decisions provided to outside parties by any committee may be reviewed, confirmed or reversed by the Board of Commissioners at the Board’s discretion.

45. Standing Committees may establish subcommittees and workgroups as needed to accomplish committee business.

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

567. All Standing Committees shall maintain meeting minutes. Standing Committees shall report to the Board as it directs.

Commented [SS5]: Parking lot: Should Committee reports be endorsed, adopted, or approved by the Board to fulfill the Board’s fiduciary responsibility?

B. Executive Committee

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

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

3. ~~The and~~ duties of the Executive Committee shall be to:
- a. Oversee and approve an annual work plan and budget for CVRPC, including budget adjustments.
  - b. ~~Recommend Set~~ municipal dues.
  - c. Oversee and approve an organizational plan for CVRPC.
  - d. Authorize and accept grants, agreements and contracts with outside organizations and agencies.
  - e. Review and accept the annual audit.



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- 1 f. Approve the addition and elimination of staff positions as recommended
- 2 by the executive director. Adopt job descriptions and wage ranges for
- 3 staff positions.
- 4 g. Adopt and oversee personnel, financial, procurement, operational and
- 5 administrative policies and procedures.
- 6 h. Monitor emerging issues affecting CVRPC and inform the Board as
- 7 appropriate.
- 8 i. Approve agendas for Board meetings.
- 9 j. Recommend to the Board or, if timing requires, take appropriate action
- 10 on policy issues, including legislative issues, state or federal plans and
- 11 policy, regional planning commission allocation formulas or other issues
- 12 affecting the Central Vermont Region and its municipalities.
- 13 ~~k. Act on behalf of the Board in the absence of a quorum of the Board when~~
- 14 ~~time precludes the delay of decision or action until the next regular~~
- 15 ~~meeting of the Board.~~
- 16 ~~l. Nominate candidates for the Nominating Committee, taking~~
- 17 ~~demonstrated commitment to CVRPC into account.~~
- 18 l. Review committee Rules of Procedure drafted by committees and/or
- 19 draft Rules of Procedure for new committees and recommend revised or
- 20 new Rules to the Board.
- 21 ~~m. Carry out other actions adopted by the Board in accordance with 24~~
- 22 ~~V.S.A. Section 4343(b) or as directed by a policy adopted by the Board.~~

Commented [SS6]: Per G.Clain 6/8 email: See previous comment about the Chair’s role of drafting and distributing Board agendas. Should this item be modified?

Commented [SS7]: Per G.Clain 6/8 email: Does Executive Committee review need to be a required step?

Commented [SS8]: Per G.Clain 6/8 email: Add text

Staff recommends retaining the existing text. Section 4343(b) relates to an RPC forming an executive board so the original statement said the Executive Committee should do a) what Vermont law says it should do, and b) what a Board policy says it should do.

24 V.S.A. § 4343(b): A regional planning commission may elect an executive board, consisting of not less than five nor more than nine members, to oversee the operations of the commission and implement the policies of the commission, and shall elect a chair and a secretary, and, at its organization meeting shall adopt, by a two-thirds vote of those representatives present and voting at such meeting, such rules and create and fill such other offices as it deems necessary or appropriate for the performance of its functions, including the number and qualification of members, terms of office, and provisions for municipal representation and voting.

C. Nominating Committee

- 24 1. The nominating committee (the “Nominating Committee”) shall consist of three
- 25 (3) Board members, one of whom may be an Alternate Commissioner. Board
- 26 members Commissioners or Alternate Commissioners. At least two (2) members
- 27 shall be Commissioners and no more than one (1) member shall be an Alternate
- 28 Commissioner. The Executive Committee shall nominate candidates for the
- 29 Nominating Committee, taking demonstrated commitment to CVRPC into
- 30 account. Nominees shall be submitted at the January Board meeting, and
- 31 additional nominations may be made from the floor. The Board shall elect the
- 32 Nominating Committee annually at its January meeting.
- 33 2. The purpose ~~and duties~~ of the Nominating Committee ~~shall be to seek out~~
- 34 ~~qualified candidates to be nominated for election or appointment of Officers of~~
- 35 ~~the Board, at-large members of the Executive Committee, Standing and Special~~
- 36 ~~Committees, and other organizations for which CVRPC appoints a representative.~~

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1 is to support the Board of Commissioners by seeking and nominating qualified  
2 candidates for positions and committees when directed by the Board.

3 3. The duties of the Nominating Committee shall be:

4 a. ~~Identify and r~~Recommend to the Board a slate of candidates for the  
5 Board positions of Chair, Vice Chair, and Secretary/Treasurer ~~Identify and~~  
6 ~~recommend to the Board a slate of candidates for the positions of Chair,~~  
7 ~~Vice-Chair, Secretary/Treasurer and at-large members of the Executive~~  
8 ~~Committee.~~

9 b. ~~Identify and r~~Recommend to the Board candidates for Standing and  
10 Special Committees.

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

13 D. Regional Plan Committee

14 1. The regional plan committee shall consist of five (5) Board members, two (2) of  
15 whom may be Alternate Commissioners. ~~Commissioners or Alternate~~  
16 ~~Commissioners~~ (the “Regional Plan Committee”), ~~who shall be elected at the~~  
17 ~~Board’s Annual Meeting. At least three (3) members shall be Commissioners and~~  
18 ~~no more than two (2) members shall be Alternate Commissioners.~~

19 2. The purpose ~~and duties~~ of the Regional Plan Committee ~~shall be to recommend~~  
20 ~~updates to the Central Vermont Regional Plan and to oversee the Plan’s~~  
21 ~~implementation.~~ is to support the Board of Commissioners by making  
22 recommendations to the Board regarding CVRPC’s duties as specified within 24  
23 V.S.A. Section 4345a(5), – preparation of a regional plan and amendments, – and  
24 implementation of the regional plan.

25 3. The duties of the Regional Plan Committee shall be to:

26 a. Oversee development and maintenance of the Regional Plan, pursuant to  
27 24 V.S.A. Section 4347 and the requirements and allowances in 24 V.S.A.  
28 Section 4348(b), and make recommendations for approval by the Board.

29 b. Provide advice and recommendations on plans, policies, programs,  
30 budgets, and issues related to Plan implementation.

31 c. \_\_\_\_\_ Oversee other tasks related to the Regional Plan as assigned by the Board  
32 or required or permitted by the Act.

33 E. Project Review Committee

34 1. The project review committee (the “Project Review Committee”) shall consist of  
35 five (5) members plus one (1) alternate committee member, each of whom shall

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1 [be a Commissioner or an Alternate Commissioner. Two \(2\) of the committee](#)  
 2 [members may be Alternate Commissioners.](#)  
 3 2. The ~~purpose of the~~ Project Review Committee ~~shall offer advice, input and~~  
 4 ~~opinions on proposed Act 250 and Section 248 projects, compatible with the~~  
 5 ~~plans, policies, positions or resolutions adopted by the Board of Commissioners.~~  
 6 ~~Project Review Committee advice, input and opinions may be reviewed,~~  
 7 ~~confirmed or reversed by the CVRPC Board at the Board’s discretion. is to~~  
 8 ~~support the Board of Commissioners by fulfilling the CVRPC’s statutory role as~~  
 9 ~~specified within 24 V.S.A. Section 4345a(13) and (14). These items are~~  
 10 ~~commonly referred to Act 250 (10 V.S.A. Chapter 151) and Section 248 (30 V.S.A.~~  
 11 ~~Chapter 5).~~

- 12 3. The ~~purpose and~~ duties of the Project Review Committee shall be to:
- 13 a. ~~Evaluate Act 250 and Section 248 development projects relative to~~  
 14 ~~conformance with the Regional Plan.~~
  - 15 b. ~~Provide input and recommendations to the State, on behalf of the Board,~~  
 16 ~~regarding Act 250 and Section 248 projects. Offer advice, input, and~~  
 17 ~~opinions to applicants, the District Environmental Commission, the~~  
 18 ~~Vermont Public Utility Commission, and other organizations and~~  
 19 ~~individuals as appropriate, consistent with plans, policies, positions or~~  
 20 ~~resolutions adopted by the Board of Commissioners.~~
  - 21 c. Provide ~~recommendations~~ guidance to ~~the staff and~~ the Regional Plan  
 22 Committee on amendments or changes to ~~the~~ Substantial Regional  
 23 Impact criteria.
  - 24 d. Provide the Board copies of all written decisions and recommendations  
 25 regarding Act 250 and Section 248 projects.

26 F. Municipal Plan Review Committee

- 27 1. The municipal plan review committee (the “Municipal Plan Review Committee”)  
 28 shall consist of five (5) [Board](#) members ~~who shall be elected at the Board’s~~  
 29 ~~Annual Meeting. At least two (2) members shall be Commissioners and no~~  
 30 ~~more than two three (23) of whom may be members shall be~~ Alternate  
 31 Commissioners.  
 32 2. The purpose ~~and duties~~ of the Municipal Plan Review Committee shall be to ~~The~~  
 33 ~~Municipal Plan Review Committee serves in an advisory capacity to the CVRPC~~  
 34 ~~Board of Commissioners in the review and approval of member municipalities~~  
 35 ~~plans as specified within 24 VSA Chapter 117 HYPERLINK~~  
 36 ~~"https://legislature.vermont.gov/statutes/section/24/117/04350" §4350(b) and~~  
 37 ~~HYPERLINK "https://legislature.vermont.gov/statutes/section/24/117/04352"~~

Commented [BW9]: Does the Work Group want to recommend that the Project Review Committee evaluate [Federal Energy Regulatory Commission \(FERC\) license applications and renewals](#)? FERC issues hydro power licenses and pumped storage projects. Currently, staff reviews and comments on these projects.

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~~§4352(b) and (c) of Vermont Statute. support the Board of Commissioners by making recommendations to the Board regarding the Commission’s duties as specified within 24 V.S.A. Sections 4350(a) and (b), Review and consultation regarding municipal planning effort, subsections (a) and (b), and Section 4352. Optional determination of energy compliance; enhanced energy planning, subsection (b), Municipal plan determination of energy compliance.~~

Commented [SS10]: Parking Lot: how statute relates to bylaws; how bylaws relate to committees.

- 3. The duties of the Municipal Plan Review Committee shall be to:
  - a. Review municipal plans for conformance to statutory requirements, in accordance with 24 V.S.A. Section 4350(b), and make recommendations ~~regarding~~ approval to the Board.
  - b. Review municipal enhanced energy plans for determination of energy compliance, in accordance with 24 V.S.A. Section 4352(b), and make recommendations regarding certification to the Board.
  - c. Review municipal planning processes, in accordance with 24 V.S.A. Section 4350(a), and make recommendations for confirmation to the Board.
  - d. Review the compatibility of all municipal plans at least every eight years and in accordance with 24 V.S.A. Section 4345a(9) and report its findings to the Board.
  - e. Provide guidance to municipalities about future plan updates and ways to strengthen planning efforts.

G. Transportation Advisory Committee

- 1. The transportation advisory committee (the “Transportation Advisory Committee”) shall consist of ~~municipal~~ representatives of member municipalities and representatives from transportation-related groups. Each ~~of the~~ member municipality ies of CVRPC in the Central Vermont Region is eligible to appoint one voting member and one alternate to the Transportation Advisory Committee. Municipal participation is discretionary and determined by appointment by the municipality’s legislative body. ~~Upon the approval of 51% of the Transportation Advisory Committee, other transportation-related groups will be invited to appoint one voting member and one alternate to the Transportation Advisory Committee.~~
- 2. Municipal legislative bodies shall certify the appointment of the committee member and alternate in writing to CVRPC. Committee members and alternates begin serving immediately upon certification of appointment unless otherwise specified in the appointment.

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- 1 ~~3. Terms for committee members and alternates are one year, from July 1 to June~~
- 2 ~~30. Committee members and alternates may be appointed to serve successive terms.~~
- 3 43. Committee members and alternates who are appointed midterm shall serve out
- 4 the term ending June 30 and may continue serving for the subsequent term
- 5 starting July 1 without recertification. Once a committee member or alternate
- 6 serves a complete term, the appointment must be re-certified for the next term
- 7 beginning on July 1. If reappointed by their municipality, Committee members
- 8 and alternates may serve successive terms. Committee members and alternates
- 9 may continue serving until reappointed or until a successor is appointed.
- 10 ~~5. The Transportation Advisory Committee shall be advisory to the Board. The~~
- 11 ~~Transportation Advisory Committee will offer advice, input, and opinions to the~~
- 12 ~~Vermont Agency of Transportation and other organizations and individuals as~~
- 13 ~~appropriate, provided that they are compatible with plans, policies, positions or~~
- 14 ~~resolutions adopted by the Board. Transportation Advisory Committee advice,~~
- 15 ~~input and opinions may be reviewed, confirmed or reversed by the Board at the~~
- 16 ~~Board's discretion. New or amended plans, policies, positions or resolutions by~~
- 17 ~~the Transportation Advisory Committee shall be approved by the Board.~~
- 18 64. The purpose of the Transportation Advisory Committee ~~shall be to oversee the~~
- 19 ~~CVRPC's transportation planning program in accordance with CVRPC's plans,~~
- 20 ~~policies, and procedures, to act as a liaison between local communities and the~~
- 21 ~~Vermont Agency of Transportation (VTrans), and to provide local and regional~~
- 22 ~~input regarding transportation issues important to the region. is to support and~~
- 23 ~~be advisory to the Board of Commissioners by ensuring local consultation and~~
- 24 ~~broad citizen participation in CVRPC and State of Vermont transportation~~
- 25 ~~planning programs.~~
- 26 7. ~~The and~~ duties of the Transportation Advisory Committee shall be to:
  - 27 a. Oversee the CVRPC transportation planning program in accordance with
  - 28 CVRPC plans, policies and procedures, ~~including. This includes~~ assisting
  - 29 with the development of CVRPC's annual transportation work program
  - 30 and budget.
  - 31 b. Develop and update a regional transportation element as part of the
  - 32 Regional Plan.
  - 33 c. Provide recommendations on funding and prioritization for the Vermont
  - 34 Agency of Transportation's Capital Budget and State Transportation
  - 35 Improvement Program.
  - 36 d. Act as a liaison between local communities and the Vermont Agency of
  - 37 Transportation.

**Commented [BW11]:** Staff recommends removing this added language unless the Work Group is recommending a change of practice. The language removes CVRPC's longstanding practice of having the TAC make decisions related to the annual State project prioritization. Language was not added to other committees.

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- e. Provide local and regional input [to the Board of Commissioners and the Vermont Agency of Transportation](#) regarding transportation issues important to the region.

**Section 404: Special Committees**

- A. The Board may create special committees (“Special Committees”) as needed to address specific tasks or to oversee or advise CVRPC projects or programs.
- B. Special Committees may include Commissioners, Alternates, topic experts, interest group representatives, or other public representatives as appropriate to accomplish the purpose of the Special Committee. The Board shall appoint Commissioners or Alternates to serve as members of Special Committees. Special Committee members who are not Commissioners or Alternates shall be appointed as specified in the Special Committee’s Rules of Procedure [as outlined below in Section 404.E.](#)
- C. Special Committees shall be advisory to the Board. Special Committees may offer advice, input, and opinions to agencies, other organizations and individuals as appropriate, provided that they are compatible with plans, policies, positions or resolutions adopted by the Board.
- ~~D.~~ [The advice, input, and opinions provided to outside parties by any committee may be reviewed, confirmed or reversed by the Board of Commissioners at the Board’s discretion.](#)
- ~~DE.~~ Each Special Committee shall have Rules of Procedure approved by the Board. The Rules of Procedure shall specify the committee’s purpose, general activities, role, membership, voting procedures, officers ~~and~~ elections, attendance and quorums, communication and coordination, ~~adherence to CVRPC’s conflict of interest policy or~~ [other required ~~required~~ conflict of interest policies,](#) and adoption of organizational procedures.
- ~~DF.~~ Special Committees may establish subcommittees and workgroups as needed to accomplish committee business. [Subcommittees and workgroups must adhere to the same requirements as the Special Committee.](#)
- ~~EG.~~ Unless otherwise specified in the Rules of Procedure, all committee members are eligible to vote on committee business.
- ~~FH.~~ Special Committees shall ~~maintain meeting minutes~~ [follow Vermont Open Meeting and Public Records Law](#) and report to the Board as it directs.

**Section 405: Appointed Representatives**

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

Articles of Constitution and Bylaws of CVRPC – Draft 08/25/211 **Section 406: Staff**

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

14 **ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS**15 **Section 501: Nominations**

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

34 **Section 502: Elections**

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

7 **Section 503: Terms of Office**

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

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

13 C. Terms of office for appointments to other bodies shall reflect the term of the other  
14 body. If the other body does not designate a term, the term shall be one year, from July  
15 1 (or the date of appointment) to June 30.

16 ~~ED.~~ For the terms of office for Commissioners and Alternates, see Section 302C of these  
17 Bylaws.

18 **Section 504: Vacancies**

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

23 B. In the event of the death, resignation or inability to act as a Commissioner, member of  
24 all other committees, or appointee, a successor shall be elected or appointed using the  
25 same process as provided in the case of the original election or appointment.

26 ~~A-B.~~ Committee Rules of Procedure shall address vacancies on other committees.

27 **Section 505: Removal from Office**

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

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

**Commented [BW12]:** For discussion by the Executive Committee/Board.

Given the current nominations process:

- Does the Board wish to continue using a written ballot for elections or does it want to move to a voice vote at the Annual Meeting?
- Does the Board wish to continue electing the membership of all committees?
- Does the Board wish to continue electing appointed representatives?
- Clarify how the nominations process works in relationship to a slate.

**Commented [BW13]:** Staff reworked this sentence related to candidates for other committees and added "and appointed representatives".

**Commented [BW14]:** Per G.Clain comment: Does the Work Group wish to retain "sent" or to specify "mailed"?

**Commented [BW15]:** Per G.Clain comment:

- Should Alternates be permitted to vote in the event a Commissioner does not return a ballot? If so, ballots of Alternates would only be opened if the Commissioner did not vote.
- Should the bylaws specify that the mail-in ballot process be the same as for Vermont General Elections?
- Should the bylaws specify the tie break vote be secret?
- Should the tie break vote be at the Annual Meeting or at the meeting following the Annual Meeting?

**Commented [BW16]:** Staff recommends adding this text to default to a one-year term if the other entity does not specify a term for their appointments.



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**ARTICLE 6: MEETINGS**

**Section 601: Open Meeting Law**

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

[In addition to requirements of Vermont Open Meeting Law, and except as otherwise provided in these bylaws, meetings of the Board and committees established by the Board may be conducted via telephone or through use of Internet meeting services designated by CVRPC. These electronic meetings shall be subject to all rules adopted by the Board or the Commission to govern them, which may include any reasonable limitation on, and requirement for, Board members’ participation. In the event of a conflict between rules adopted by the Board and the Vermont Open Meeting Law, Open Meeting Law shall prevail.](#)

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

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

**Section 603: Annual Meeting**

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

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

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

**Section 605: Committee Meetings**

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

**Section 606: Notice of Meetings**

- A. Notice of Board meetings shall be provided in accordance with the [Vermont](#) Open Meeting Law. To the extent possible, CVRPC will provide five (5) days notice of meetings.
- B. Notice of committee meetings shall be provided in accordance with the [Vermont](#) Open Meeting Law. To the extent possible, CVRPC will provide five (5) days notice of meetings. Notice and agendas for committee meetings shall be provided to Commissioners and Alternates.

**Section 607: Quorum**

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

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

**8 Article 608: Parliamentary Authority**

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

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

13 Minutes of all meetings of the Board and all committees established by the Board shall be kept  
14 and copies shall be available to all Commissioners, member [municipalities towns](#), and the  
15 general public in accordance with the Vermont Public Records Act (codified at 1. V.S.A. Sections  
16 315-320).

**17 ARTICLE 7: FUNDING****18 Section 701: Fiscal and Operational Year**

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

**20 Section 702: Membership Assessment**

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

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

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

**29 Section 704: Borrowing Authority**

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

**34 Section 705: Signatory**

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1 A. The Executive Director or the Director’s designee is responsible for approving and  
2 signing funding applications and proposals. When a funding agency requires Board  
3 authorization for a specific application or proposal, authorization shall be obtained from  
4 the Board (or the Executive Committee per Section 403.B.i.) prior to signature of the  
5 application.

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

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

13 **ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS**

14 **Section 801: Participation**

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

19 **Section 802: Content of Agreement**

20 A. A municipal service agreement shall describe the services to be provided and the  
21 amount of funds payable by, and/or a formula for allocating costs to, each municipality  
22 that is a party to the service agreement. Service of personnel, use of equipment and  
23 office space, and other necessary services may be accepted from municipalities as part  
24 of their financial support and shall be clearly documented in the annual budget for the  
25 service approved by the parties to the agreement. A municipal service agreement shall  
26 include details regarding liability and enforcement.

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

31 C. When deemed appropriate by the participating municipalities and CVRPC, municipal  
32 service agreements may include a governance committee made up of representatives of  
33 the participating municipalities and CVRPC. If a governance committee is formed, the  
34 municipal service agreement shall include appropriate details regarding the  
35 responsibilities, voting rights and financial obligations of each member.

36 D. Any modification to a service agreement shall become effective only when approved by  
37 all parties to the service agreement, including CVRPC’s Executive Committee and the

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1 legislative bodies of all involved municipalities. Such modifications shall be in writing,  
2 with a copy provided to all parties to the agreement.

**3 Section 803: Termination of Agreement**

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

**20 Section 804: Other Contracted Services**

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

**24 ARTICLE 9: SUPPLEMENTARY PROVISIONS****25 Section 901: Indemnification**

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

**31 Section 902: Code of Conduct and Conflict of Interest**

32 Commissioners and committee members have an obligation to conduct the affairs of their  
33 office in such a manner as to instill public trust and confidence. CVRPC shall maintain a written  
34 policy on code of conduct and conflict of interest. A copy of this policy shall be provided to all  
35 Commissioners, ~~and~~ Alternate Commissioners, and committee members at the time of their  
36 appointment. Failure of a Commissioner, Alternate Commissioner or committee member to

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1 sign the policy will result in the individual being barred from voting on CVRPC business and/or  
2 other sanctions imposed by CVRPC.

3 **Section 903: Whistleblower Protections**

4 CVRPC shall not discriminate or retaliate against one of its employees or agents for disclosing  
5 information concerning a violation of law, fraud, waste, abuse of authority or acts threatening  
6 health or safety, including but not limited to allegations concerning the False Claims Act (31  
7 U.S.C. §§ 3729 – 3733). Further, CVRPC shall not require such employees or agents to forgo  
8 monetary awards as a result of such disclosures, nor should they be required to report  
9 misconduct to the Party or its agents prior to reporting to any governmental entity and/or the  
10 public.

Commented [BW17]: New language recommended by G.Clain. If accepted by the Work Group, the remaining sections would be renumbered.

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

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

15 **Section 904: Annual Report**

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

18 **Section 905: Audit**

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

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

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

25 **Section 907: Dissolution**

26 CVRPC shall be dissolved or terminated:

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

33 **Section 908: Amendments to Bylaws**

Articles of Constitution and Bylaws of CVRPC – Draft 08/25/21

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

**Commented [BW18]:** Per G.Clain, Roberts Rules of Order online recommends being specific that the proposed amendment is placed on the agenda of “the” subsequent regular meeting rather than “a” subsequent regular meeting to avoid indefinite delay.

**Section 909: Severability**

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

**Central Vermont Regional Planning Commission Bylaws History**

Bylaws first adopted April 27, 1967.

Amended May 27, 1980.

Amended January 10, 1989.

Amended May 10, 1994.

Amended November 11, 1997.

Amended May 8, 2001.

Amended April 13, 2010.

Amended April 11, 2017.

Amended December 10, 2019.

Amended XXX.

## Robert's Rules of Order Online

Source: <http://www.rulesonline.com/rror-11.htm>

### Art. XI. Miscellaneous.

[63.](#) Session

[64.](#) Quorum

[65.](#) Order of Business

[66.](#) Nominations and Elections

[67.](#) Constitutions, By-laws, Rules of Order, and Standing Rules

[68.](#) Amendments of Constitutions, By-laws and Rules of Order

**68. Amendments of Constitutions, By-laws, and Rules of Order.** Constitutions, by-laws, and rules of order, that have been adopted and contain no rule for their amendment, may be amended at any regular business meeting by a vote of the majority of the entire membership; or, if the amendment was submitted in writing at the previous regular business meeting, then they may be amended by a two-thirds vote of those voting, a quorum being present. But each society should adopt rules for the amendment of its constitution, by-laws, and rules of order, adapted to its own case, but always requiring previous notice and a two-thirds vote. Where assemblies meet regularly only once a year, the constitution, etc., should provide for copies of the amendment to be sent with the notices to the members or the constituency, instead of requiring amendments to be submitted at the previous annual meeting. The requirements should vary to suit the needs of each assembly, always providing for ample notice to the members or the constituency. In societies having very frequent meetings, and also monthly or quarterly meetings more especially devoted to business, it is well to allow amendments to the by-laws, etc., to be adopted only at the quarterly or annual meetings. In specifying when the amendment must be submitted, "the previous regular meeting" should be used instead of "a previous regular meeting," as in the latter case action on the amendment might be delayed indefinitely to suit the mover, and the object of giving notice be defeated. In prescribing the vote necessary for the adoption of an amendment, the expression "a vote of two-thirds of the members should never be used in ordinary societies, especially in large organizations with quorums smaller than a majority of the membership, as in such societies it is seldom that two-thirds of the members -- that is, two-thirds of the entire membership -- is ever present at a meeting. If it is desired to require a larger vote than two-thirds (that is, two-thirds of the votes cast, a quorum being present), the expression "a vote of two-thirds of the members present," should be used. Instead of submitting the amendment in writing, sometimes only notice, or written notice, of an amendment is required. Unless the notice is required to be in writing it may be given orally. In any case, only the purport of the amendment is necessary, unless the rule requires that the amendment itself shall be submitted.

If a committee is appointed to revise the by-laws and report at a certain meeting, this would be all the notice required, and the amendments could be immediately acted upon, if the by-laws required only previous notice of an amendment. But if they required the amendment, or "notice of such amendment," to be submitted at the previous regular meeting, the revision could not be taken up until the next regular meeting after the committee had submitted its report. The committee may submit a substitute for the by-laws unless it is limited as to its report, as a substitute is an amendment. Great care should be exercised in amending constitutions, etc., to comply with every rule in regard to their amendment.

An amendment to the constitution, or anything else that has already been adopted, goes into effect immediately upon its adoption, unless the motion to adopt specifies a time for its going into effect, or the assembly has previously adopted a motion to that effect. While the amendment is pending, a motion may be made to amend by adding a proviso similar to this, "Provided, that this does not go into effect until after the close of this annual meeting." Or, while the amendment is pending, an incidental motion may be adopted that in case the amendment is adopted it shall not take effect until a specified time. This requires only a majority vote.

*Amending a proposed amendment to the constitution, etc.,* may be accomplished by a majority vote, without notice, subject to certain restrictions. The assembly is not limited to adopting or rejecting the amendment just as it is proposed, but no amendment is in order that increases the modification of the rule to be amended, as otherwise advantage could be taken of this by submitting a very slight change that would not attract attention and then moving the serious modification as an amendment to the amendment.

Thus, if the by-laws placed the annual dues of members at \$2.00, and an amendment is pending to strike out 2 and insert 5, an amendment would be in order to change the 5 to any number between 2 and 5; but an amendment would not be in order that changed the 5 to any number greater than 5 or less than 2. Had notice been given that it was proposed to increase the dues to more than 5 dollars, or to reduce them below 2 dollars, members might have been present to oppose the change, who did not attend because they were not opposed to an increase as high as 5 dollars. The same principle applies to an amendment in the nature of a substitute, the proposed substitute being open to amendments that diminish the changes, but not to amendments that increase those that are proposed, or introduce new changes. Thus, if an amendment is pending, substituting a new rule for one that prescribes the initiation fee and annual dues, and the substitute does not change the annual dues, then a motion to amend it so as to change the annual dues would be out of order. The notice must be sufficiently definite to give fair warning to all parties interested as to the exact points that are to be modified. The proposed amendment is a main motion, and that is the only question before the assembly. It is subject to amendments of the first and second degree, like other main motions, and no amendment that is not germane to it is in order.



A society can amend its constitution and by-laws so as to affect the emoluments and duties of officers already elected, or even to do away with the office altogether. If it is desired that the amendment should not affect officers already elected, a motion to that effect should be adopted before voting on the amendment; or the motion to amend could have added to it the proviso that it should not affect officers already elected. There is something in the nature of a contract between a society and its officers which either one can modify to some extent, or even terminate, but it must be done with reasonable consideration for the other party. A secretary, for instance, has no right to refuse to perform his duties on the ground that he has handed in his resignation. On the other hand, the society cannot compel him to continue in office beyond a reasonable time to allow for choosing his successor.

Care should be exercised in wording the sections providing for amending the constitution, etc, to avoid such tautology as "amend, or add to, or repeal," or "alter or amend," or "amend or in any way change." The one word amend covers any change whatever in the constitution, etc., whether it is a word or a paragraph that is added or struck out, or replaced by another word or paragraph, or whether a new constitution, etc., is substituted for the old one.