



BYLAWS WORK GROUP
Tuesday, October 12, 2021
11:00 am

Remote Participation via Zoom¹

<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

Physical Location

Central Vermont Regional Planning Commission, 29 Main Street, Suite 4, 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 at least 3 business days prior to the meeting for which services are requested.

AGENDA

11:00² Adjustments to the Agenda

Public Comment

11:05 Minutes (enclosed; action item)

11:10 Bylaw Review (enclosed)

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

12:20 Next Steps

Set date, time, and preliminary agenda for next meeting

12:30 Adjourn

Next Meeting: TBD

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

² All times are approximate unless otherwise advertised

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**
2 **Bylaws Work Group**
3 **DRAFT Meeting Minutes**
4 **October 5, 2021**

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

8
9 Chair Lotspeich called the meeting to order at 5:01 pm.

10
11 **Adjustments to the Agenda**

12 None. *M. Gray moved to accept the agenda; G. Clain seconded. Motion carried.*

13
14 **Public Comment**

15 None.

16
17 **Minutes**

18 *M. Gray moved to approve the September 14, 2021 minute as amended; G. Clain seconded.*
19 *Motion carried.*

20
21 **Bylaw Review**

22 Reviewed memo with discussion issues and staff recommendations. Took action as follows:

- 23 • Section 403, General: Add “Standing Committees shall have a Chair and Vice Chair,
24 which shall be elected by the committee.” Vacancies were addressed previously in
25 Section 504.B.
- 26 • Section 403, B3..m: Modify language to specify that the Executive Committee can carry
27 out actions adopted by the Board. Resolution: Retain original language: Carry out
28 other actions in accordance with 24 V.S.A. Section [4343\(b\)](#) or as directed by the Board.
- 29 • Did not incorporate member-proposed language related to sending the draft bylaw
30 information to each committee for review prior to submission of revised bylaws to the
31 Executive Committee or Board.
- 32 • Section 403, A.7: Language related to having Committee reports accepted by the Board
33 was incorporated into Section 403.A.8 previously.
- 34 • Section 403, B.3.m: Retained original language, “Carry out other actions in accordance
35 with 24 V.S.A. Section [4343\(b\)](#) or as directed by the Board.”
- 36 • Section 403, F.3: Expanded the Project Review Committee duties to include evaluation
37 of Federal Energy Regulatory Commission (FERC) license applications and renewals. The
38 Work Group directed staff to develop text for review.

- 1 • Section 403, F.2: No action. Clain will review his notes to determine whether he can
- 2 ascertain what the original discussion included.
- 3 • Section 403, G.4: Remove “and be advisory to”.
- 4 • Section 502, Elections: Deferred discussion to the next meeting.
- 5 • Section 503,C: Added new language, “If the other body does not designate a term, the
- 6 term shall be one year, from July 1 (or the date of appointment) to June 30.”
- 7

8 **Next Steps**

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

- 11 • Tuesday, October 12 at 11:00 am
- 12 • Wednesday, October 27 at 10:30 am – potential need to reschedule due to member
- 13 conflict.
- 14 • Tuesday, November 9 at 11 am.
- 15

16 **Adjourn**

17 *M. Gray moved to adjourn at 5:55 pm; G. Clain seconded. Motion carried.*

18
19 Respectfully submitted,
20 Bonnie Waninger, Executive Director



MEMO

Date: October 5, 2021
To: Bylaw Work Group
From: Bonnie Waninger, Executive Director
Re: Bylaw Update – Decisions and Items Remaining for Discussion

At the Work Group's request, staff reviewed the current revised document and past minutes to identify items remaining for discussion by the Work Group. The following pages include those items, staff recommendations, and decisions made by the Work Group. **Yellow highlight** signifies end point for previous discussion.

The Work Group also identified the following post-bylaw-adoption action items:

- Develop a template for committee Rules of Procedure. Subsequently update all Rules of Procedure for committee review and Board adoption.
- Request all Board members provide a brief biography discussing their past work and services and outlining their interests. This would help Commissioners get to know one another and provide future Nominating Committees with information for committee and appointments nominations.
- Request the Nominating Committee recommend updates to the Committee's Guidance document as a means of addressing some of the FY22 Committee's recommendations.
- Develop an orientation for new Commissions to include bylaw review, handbook, policies, and legal requirements of being on a Board (duties).
- Request biography and orientation meeting for new Commissioners in the Commissioner welcome letter and include biographies and orientation information in the Commissioner Handbook.

| Item | Page | Issue for Discussion | Staff Recommendation | Bylaw Work Group Decision |
|-------------|-------------|---|--|--|
| 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. | Maintain existing language. |
| 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. | Revise language to read, "...Commissioners and Alternates, when serving as the Commissioners." |
| 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. | Revise text to read: "The Chair shall prepare, and cause to be distributed, an agenda for the Executive Committee meetings and a draft agenda for the Board meetings to be approved by the Executive Committee. Upon approval by the Executive Committee, the Chair shall ensure distribution of the Board agenda. " |
| 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 | Revise text to read: "Each Standing Committee shall have, and be responsible for drafting modifications to their, rules of |

| Item | Page | Issue for Discussion | Staff Recommendation | Bylaw Work Group Decision |
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| | | | <p>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.</p> | <p>procedure to be approved by the Board (the "Rules of Procedure")."</p> |
| 5 | 4 | <p>Section 403: a) Should text be added that Standing Committees have a Chair and Vice Chair elected by the committee? b) Should vacancies on any committee be reported to the CVRPC Chair and/or Nominating Committee?</p> | <p>Recommend adding this text.</p> <p>Recommend committee chairs be tasked with reporting vacancies to the CVRPC Chair. This charge can be included in the bylaws or as a standard item in all committee Rules of Procedures.</p> | <p>Add text to Section 403: Standing Committees shall have a Chair and Vice Chair, which shall be elected by the committee.</p> <p>Section 504.B. describes how vacancies are filled.</p> |
| 6 | 4-11 | <p>Section 403: Should draft bylaw information for each committee be sent to that committee for review prior to submission of revised bylaws to the Executive Committee or Board?</p> | <p>Maintain existing process of Work Group, Executive Committee, and Board review. Board members participate on each CVRPC committee and can contribute any recommendations previously shared by committees. Incorporating a separate review by all CVRPC committees would cause ~4 months delay and use considerable staff resources for a task Board members can perform.</p> | <p>No change. G. Clain asked that the Work Group remember this conversation for a later topic.</p> |
| 7 | 5 | <p>Section 403, A.7: Should Committee reports be endorsed, adopted, or</p> | <p>Include text to have the Board "accept" the reports. This confirms the Board has</p> | <p>This item was addressed previously in Section 403.A.8.</p> |

| Item | Page | Issue for Discussion | Staff Recommendation | Bylaw Work Group Decision |
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| | | approved by the Board to fulfill the Board's fiduciary responsibility? | read the reports and did not chose to reverse any committee decisions. | |
| 8 | 6 | Section 403, B.3.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 Stature is the higher authority. | Retain original language: Carry out other actions in accordance with 24 V.S.A. Section 4343(b) or as directed by the Board. |
| 9 | 8 | Section 403, E.3: Should 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. | Add FERC license reviews to the Project Review Committee duties. | Add FERC license reviews to the Project Review Committee duties. Green highlight in the Bylaw working document is proposed by staff for Work Group review. |
| 10 | 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. | No action. Clain will review his notes to determine whether he can ascertain what the original discussion included. |
| 11 | 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. | Remove "and be advisory to". |

| Item | Page | Issue for Discussion | Staff Recommendation | Bylaw Work Group Decision |
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| 12 | 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>Maintain the elections process as is:</p> <ul style="list-style-type: none"> • maintain a written ballot, and election of committee membership and appointed representatives. • 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. • 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. <p>Maintain “sent” in the bylaws. Bylaws are guiding principles. Sent is less restrictive and allows for adaptations per requests of future Boards.</p> | <p>a) Per 2/16 minutes, the Work Group elected to maintain a written ballot, and to maintain election of committee membership and appointed representatives. The Work Group agreed to discuss the issue of alternates voting.</p> <ul style="list-style-type: none"> • |

| Item | Page | Issue for Discussion | Staff Recommendation | Bylaw Work Group Decision |
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| | | <ul style="list-style-type: none"> i) Should the tie break vote be at the Annual Meeting or at the meeting following the Annual Meeting? j) Should a Commissioner be required to notified the CVRPC Clerk when the Commissioner is choosing not to vote and wants to enable the Alternate to vote? k) Should committee and appointment vacancies that occur subsequent to the regular election be made using the Nominating Committee and a voice vote by the Commission? | <p>No recommendation. This item is dependent on the Work Group’s other decisions about the elections process.</p> <p>Recommend using a voice vote to avoid extended delays (2-3 months) in filling vacancies. The candidate is filling the seat’s term.</p> | |
| 13 | 13 | Section 503,C: Should the term of appointments to other entities have a default term if the other entity doesn’t specify a term? | Add clarifying text to default to a one-year term if an organization does not specify a term for appointments to it. | Add second sentence: “If the other body does not designate a term, the term shall be one year, from July 1 (or the date of appointment) to June 30.” |
| 14 | | Section 900, Supplementary Provisions: Waninger recommended changes to Section 901, Indemnification, to remove the existing language as too inclusive and replace with a requirement for the organization to carry Public Officials Liability Insurance or its equivalent. | <p>Recommend deleting Indemnification text and modifying and adding to Section 900 as noted in the draft document.</p> <p>Add text: “All positions with fiduciary responsibilities assigned by the Board shall be bonded for the faithful performance of duties in an amount to be approved by the Board. The premiums for such a bond shall be paid for from CVRPC funds.”</p> | |

| Item | Page | Issue for Discussion | Staff Recommendation | Bylaw Work Group Decision |
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| 15 | 18 | Section 903: New proposed text on whistleblower protections. | Do not include text. This text is a contractual item cited in all State and Federal contracts. If the Work Group wishes to include it, staff recommends including it in the Commissions Code of Conduct and Conflict of Interest Policy. | |
| 16 | | 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. | |
| 17 | | Final review of all recommended changes to the document to ensure that language is clear and consistent. | Review a clean copy of all revisions prior to sending the Work Group’s final recommendations to the Executive Committee. Identify major points of discussion to be included in the transmittal memo. | |



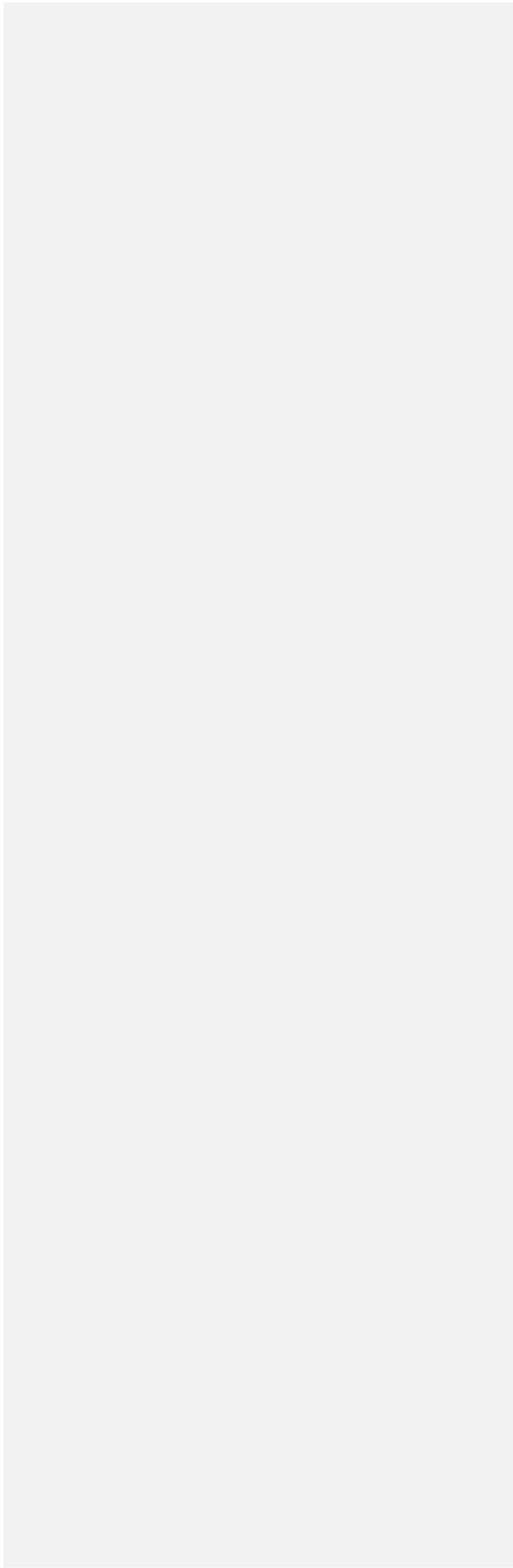
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**ARTICLES OF CONSITUTION AND BYLAWS OF
THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION**

Amended by the Commissioners on December 10, 2019

Draft as of 10/05/21

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\(aA\)](#), [4348](#), and
24 ~~[4350](#)~~ and ~~[4352](#)~~.

25 **Section 204: Municipal Planning**

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

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

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

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

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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” ~~P~~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 ~~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.

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, when serving as the
2 Commissioner, serving in the absence of a Commissioner. It shall be the duty of each
3 Commissioner to regularly report on the activities of CVRPC to the legislative body and the local
4 planning commission of the municipality of the Commissioner’s appointment.

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 an agenda for the Executive Committee meetings and a draft agenda for the
13 Board meetings to be approved by the Executive Committee. Upon approval by
14 the Executive Committee, the Chair shall ensure distribution of the Board
15 agenda. ~~The Chair shall prepare and cause to be distributed to members, an~~
16 ~~agenda for all Board and Executive Committee meetings.~~ The Chair shall
17 perform such other duties as are normal or customary to the office, or which
18 may be assigned by the Board. The Chair shall cast a vote on all issues voted on
19 at a Board or Executive Committee meeting, unless the Chair wishes to abstain
20 or has recused ~~themselves~~themselves.

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

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

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

31 **Section 403: Standing Committees**

32 A. General

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

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

3 3. Each Standing Committee shall have, and be responsible for drafting
4 modifications to their, rules of procedure to be approved by the Board (the
5 “Rules of Procedure”). The Rules of Procedure shall specify the committee’s
6 purpose, general activities, role, membership, voting procedures, officers,
7 elections, attendance and quorums, communication and coordination,
8 adherence to CVRPC’s conflict of interest policy, and adoption of organizational
9 procedures. The Board may assign additional duties to any committee.

10 34. Standing Committees shall have a Chair and Vice Chair, which shall be elected by
11 the committee.

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

15 65. Standing Committees may establish subcommittees and workgroups as needed
16 to accomplish committee business.

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

19 578. All Standing Committees shall maintain meeting minutes. Standing Committees
20 shall report to the Board as it directs. The Board shall “accept” committee
21 reports to signify it has received the report

22 B. Executive Committee

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

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

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

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

C. Nominating Committee

1. The nominating committee (the “Nominating Committee”) shall consist of three (3) Board members, one of whom may be an Alternate Commissioner. Board members Commissioners or Alternate Commissioners. At least two (2) members shall be Commissioners and no more than one (1) member shall be an Alternate Commissioner. The Executive Committee shall nominate candidates for the

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1 ~~Nominating Committee, taking demonstrated commitment to CVRPC into~~
2 ~~account.~~ Nominees shall be submitted at the January Board meeting, and
3 additional nominations may be made from the floor. The Board shall elect the
4 Nominating Committee annually at its January meeting.

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

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

- 12 a. ~~Identify and r~~ecommend to the Board a slate of candidates for the
13 Board positions of Chair, Vice Chair, and Secretary/Treasurer ~~Identify and~~
14 ~~recommend to the Board a slate of candidates for the positions of Chair,~~
15 ~~Vice Chair, Secretary/Treasurer and at-large members of the Executive~~
16 ~~Committee.~~
- 17 b. ~~Identify and r~~ecommend to the Board candidates for Standing and
18 Special Committees.
- 19 c. ~~_____ and R~~ecommend CVRPC representatives appointed by the Board to other
20 organizations and for other positions when directed by the Board.

21 D. Regional Plan Committee

22 1. The regional plan committee shall consist of five (5) Board members, two (2) of
23 whom may be Alternate Commissioners. ~~Commissioners or Alternate~~
24 ~~Commissioners~~ (the "Regional Plan Committee"). ~~who shall be elected at the~~
25 ~~Board's Annual Meeting. At least three (3) members shall be Commissioners and~~
26 ~~no more than two (2) members shall be Alternate Commissioners.~~

27 2. The purpose ~~and duties~~ of the Regional Plan Committee ~~shall be to recommend~~
28 ~~updates to the Central Vermont Regional Plan and to oversee the Plan's~~
29 ~~implementation.~~ is to support the Board of Commissioners by making
30 recommendations to the Board regarding CVRPC's duties as specified within 24
31 V.S.A. Section 4345a(5), ~~–~~ preparation of a regional plan and amendments, ~~–~~ and
32 implementation of the regional plan.

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

- 34 a. Oversee development and maintenance of the Regional Plan, pursuant to
35 24 V.S.A. Section 4347 and the requirements and allowances in 24 V.S.A.
36 Section 4348(b), and make recommendations for approval by the Board.

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- 1 b. Provide advice and recommendations on plans, policies, programs,
2 budgets, and issues related to Plan implementation.
3 c. Oversee other tasks related to the Regional Plan as assigned by the Board
4 or required or permitted by the Act.

5 E. Project Review Committee

- 6 1. The project review committee (the “Project Review Committee”) shall consist of
7 five (5) members plus one (1) alternate committee member, each of whom shall
8 be a Commissioner or an Alternate Commissioner. Two (2) of the committee
9 members may be Alternate Commissioners.
10 2. ~~The purpose of the Project Review Committee shall offer advice, input and~~
11 ~~opinions on proposed Act 250 and Section 248 projects, compatible with the~~
12 ~~plans, policies, positions or resolutions adopted by the Board of Commissioners.~~
13 ~~Project Review Committee advice, input and opinions may be reviewed,~~
14 ~~confirmed or reversed by the CVRPC Board at the Board’s discretion. is to~~
15 ~~support the Board of Commissioners by fulfilling the CVRPC’s statutory role as~~
16 ~~specified within 24 V.S.A. Section 4345a(13) and (14) and to aid other parties to~~
17 ~~make conformance determinations when directed by the Board. These items are~~
18 ~~commonly referred to Act 250 (10 V.S.A. Chapter 151) and Section 248 (30 V.S.A.~~
19 ~~Chapter 5).~~
20 3. The ~~purpose and~~ duties of the Project Review Committee shall be to:
21 a. Evaluate Act 250 and Section 248 development projects relative to
22 conformance with the Regional Plan.
23 b. Evaluate Federal Energy Regulatory Commission (FERC) license
24 applications and renewals relative to conformance with the Regional
25 Plan.
26 bc. ~~Provide input and recommendations to the State, on behalf of the Board,~~
27 ~~regarding Act 250 and Section 248 projects. Offer advice, input, and~~
28 ~~opinions to applicants, the District Environmental Commission, the~~
29 ~~Vermont Public Utility Commission, and other organizations and~~
30 ~~individuals as appropriate, consistent with plans, policies, positions or~~
31 ~~resolutions adopted by the Board of Commissioners.~~
32 ed. Provide recommendations ~~guidance to the staff and~~ the Regional Plan
33 Committee on amendments or changes to ~~the~~ Substantial Regional
34 Impact criteria.
35 de. Provide the Board copies of all written decisions and recommendations
36 regarding Act 250 and Section 248 projects.

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F. Municipal Plan Review Committee

1. The municipal plan review committee (the “Municipal Plan Review Committee”) shall consist of five (5) Board members ~~who shall be elected at the Board’s Annual Meeting. At least two (2) members shall be Commissioners and no more than two (2) of whom may be members shall be~~ Alternate Commissioners.
2. The purpose ~~and duties~~ of the Municipal Plan Review Committee shall be to ~~The Municipal Plan Review Committee serves in an advisory capacity to the CVRPC Board of Commissioners in the review and approval of member municipalities plans as specified within 24 VSA Chapter 117~~ ~~HYPERLINK "https://legislature.vermont.gov/statutes/section/24/117/04350" §4350(b) and HYPERLINK "https://legislature.vermont.gov/statutes/section/24/117/04352" §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.~~
3. The duties of the Municipal Plan Review Committee shall be to:
 - a. Review municipal plans for conformance to statutory requirements, in accordance with 24 V.S.A. Section 4350(b), and make recommendations regarding ~~for~~ approval to the Board.
 - b. Review municipal enhanced energy plans for determination of energy compliance, in accordance with 24 V.S.A. Section 4352(b), and make recommendations regarding certification to the Board.
 - c. Review municipal planning processes, in accordance with 24 V.S.A. Section 4350(a), and make recommendations for confirmation to the Board.
 - d. Review the compatibility of all municipal plans at least every eight years and in accordance with 24 V.S.A. Section 4345a(9) and report its findings to the Board.
 - e. Provide guidance to municipalities about future plan updates and ways to strengthen planning efforts.

Commented [SS1]: Parking Lot: how statute relates to bylaws; how bylaws relate to committees.

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

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1 municipalities of CVRPC in the Central Vermont Region is eligible to appoint one
2 voting member and one alternate to the Transportation Advisory Committee.
3 Municipal participation is discretionary and determined by appointment by the
4 municipality's legislative body. ~~Upon the approval of 51% of the Transportation~~
5 ~~Advisory Committee, other transportation related groups will be invited to~~
6 ~~appoint one voting member and one alternate to the Transportation Advisory~~
7 ~~Committee.~~

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

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

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

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

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

- 37 7. ~~The and~~ duties of the Transportation Advisory Committee shall be to:

38 a. Oversee the CVRPC transportation planning program in accordance with

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1 CVRPC plans, policies and procedures, ~~including. This includes~~ assisting
2 with the development of CVRPC’s annual transportation work program
3 and budget.

- 4 b. Develop and update a regional transportation element as part of the
5 Regional Plan.
- 6 c. Provide recommendations on funding and prioritization for the Vermont
7 Agency of Transportation’s Capital Budget and State Transportation
8 Improvement Program.
- 9 d. Act as a liaison between local communities and the Vermont Agency of
10 Transportation.
- 11 e. Provide local and regional input to the Board of Commissioners and the
12 Vermont Agency of Transportation regarding transportation issues
13 important to the region.

14 **Section 404: Special Committees**

- 15 A. The Board may create special committees (“Special Committees”) as needed to address
16 specific tasks or to oversee or advise CVRPC projects or programs.
- 17 B. Special Committees may include Commissioners, Alternates, topic experts, interest
18 group representatives, or other public representatives as appropriate to accomplish the
19 purpose of the Special Committee. The Board shall appoint Commissioners or
20 Alternates to serve as members of Special Committees. Special Committee members
21 who are not Commissioners or Alternates shall be appointed as specified in the Special
22 Committee’s Rules of Procedure as outlined below in Section 404.E.
- 23 C. Special Committees shall be advisory to the Board. Special Committees may offer
24 advice, input, and opinions to agencies, other organizations and individuals as
25 appropriate, provided that they are compatible with plans, policies, positions or
26 resolutions adopted by the Board.

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

30 ~~D.E.~~ Each Special Committee shall have Rules of Procedure approved by the Board. The
31 Rules of Procedure shall specify the committee’s purpose, general activities, role,
32 membership, voting procedures, officers ~~and~~ elections, attendance and quorums,
33 communication and coordination, adherence to CVRPC’s conflict of interest policy ~~or~~
34 other required ~~required~~ conflict of interest policies, and adoption of organizational
35 procedures.

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1 ~~DF.~~ Special Committees may establish subcommittees and workgroups as needed to
2 accomplish committee business. Subcommittees and workgroups must adhere to the
3 same requirements as the Special Committee.

4 ~~EG.~~ Unless otherwise specified in the Rules of Procedure, all committee members are
5 eligible to vote on committee business.

6 ~~FH.~~ Special Committees shall ~~maintain meeting minutes follow Vermont Open Meeting and~~
7 ~~Public Records Law~~ and report to the Board as it directs.

8 **Section 405: Appointed Representatives**

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

12 **Section 406: Staff**

13 A. CVRPC staff shall consist of an executive director (the “Executive Director”) and any
14 other administrative or technical staff as approved by the Executive Committee.

15 B. The Executive Director and staff shall implement the work plan approved by the
16 Executive Committee and undertake other duties assigned by as the Board or Executive
17 Committee ~~assign~~.

18 C. All personnel matters shall be managed in accordance with the adopted Personnel
19 Policies. Job descriptions for all staff shall be kept on file.

20 D. No person seeking employment or having business with CVRPC shall be discriminated
21 against for reasons of race, color, national origin, ancestry, place of birth, religion,
22 gender identity, sexual orientation, pregnancy, age, marital status, military/veteran
23 status, genetic information, physical or mental disability, HIV status or any other
24 characteristic protected by state or federal law.

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

26 **Section 501: Nominations**

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

28 ~~B. The Nominating Committee shall seek to balance the interests of CVRPC in order to have~~
29 ~~the Executive Committee and Standing Committees be as reflective of the Board as~~
30 ~~possible.~~

31 ~~C. The Nominating Committee shall follow its adopted Rules of Procedure and the adopted~~
32 ~~Nominating Committee Guidelines.~~

33 ~~D.~~ The Nominating Committee shall present an initial slate of Board Officers and at-large
34 Executive Committee members at the Board’s April regular meeting, with a final slate of
35 candidates presented at the May regular meeting. Additional candidates may be

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1 nominated from the floor at the May regular meeting provided the candidate is present
2 to accept the nomination, or has provided the Chair written acceptance if
3 nominated~~accepted the nomination in writing~~, at which time nominations will be
4 closed, and those nominations added to the slate.

5 ~~EC.~~ The Nominating Committee shall present a slate of other Standing and Special
6 Committee members and ~~other~~ appointed representatives to other organizations, at the
7 Board’s May regular meeting. Additional candidates may be nominated from the floor
8 at the May regular meeting, at which time nominations will be closed, and those
9 nominations added to the slate.

10 **Section 502: Elections**

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

17 **Section 503: Terms of Office**

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

20 B. The terms of office for other committees ~~and appointments~~ shall be one year, from July
21 1 (or the date of appointment) to June 30, unless otherwise specified in the
22 Committee’s Rules of Procedure.

23 ~~C.~~ Terms of office for appointments to other bodies shall reflect the term of the other
24 body. If the other body does not designate a term, the term shall be one year, from July
25 1 (or the date of appointment) to June 30.

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

28 **Section 504: Vacancies**

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

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

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

Commented [BW2]: 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 [BW3]: Staff reworked this sentence related to candidates for other committees and added “and appointed representatives”.

Commented [BW4]: Per G.Clain comment: Does the Work Group wish to retain “sent” or to specify “mailed”?

Commented [BW5]: 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?

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1 **Section 505: Removal from Office**

- 2 A. Any Officer ~~, or~~ member of any committee or representative to another body elected by
3 the Board CVRPC may be removed from their committee or representative position a
4 committee for violations of CVRPC’s adopted Code of Conduct and Conflict of Interest
5 Policy. Removal requires a 60% vote of all members of the Board. Any action for
6 removal must be warned one month in advance of the Board meeting at which such a
7 vote will be taken.
- 8 B. Commissioners and Alternates may only be removed from the Board through action by
9 their municipal governing body, in accordance with Section 302F.

10
11 **ARTICLE 6: MEETINGS**

12 **Section 601: Open Meeting Law**

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

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

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

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

27 **Section 603: Annual Meeting**

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

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

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

32 **Section 605: Committee Meetings**

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

34 **Section 606: Notice of Meetings**

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

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

8 **Section 607: Quorum**

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

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

16 **Article 608: Parliamentary Authority**

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

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

21 Minutes of all meetings of the Board and all committees established by the Board shall be kept
22 and copies shall be available to all Commissioners, member municipalitiestowns, and the
23 general public in accordance with the Vermont Public Records Act (codified at 1. V.S.A. Sections
24 315-320).

25 **ARTICLE 7: FUNDING**

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

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

28 **Section 702: Membership Assessment**

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

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

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

4 **Section 704: Borrowing Authority**

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

9 **Section 705: Signatory**

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

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

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

22 **ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS**

23 **Section 801: Participation**

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

28 **Section 802: Content of Agreement**

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

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- 1 B. To become effective, a municipal service agreement shall be executed by a duly
2 authorized agent of CVRPC and of each of the legislative bodies of the municipalities
3 who are proposed parties to the service agreement. The agreement may include other
4 parties as may be relevant to a particular service.
- 5 C. When deemed appropriate by the participating municipalities and CVRPC, municipal
6 service agreements may include a governance committee made up of representatives of
7 the participating municipalities and CVRPC. If a governance committee is formed, the
8 municipal service agreement shall include appropriate details regarding the
9 responsibilities, voting rights and financial obligations of each member.
- 10 D. Any modification to a service agreement shall become effective only when approved by
11 all parties to the service agreement, including CVRPC's Executive Committee and the
12 legislative bodies of all involved municipalities. Such modifications shall be in writing,
13 with a copy provided to all parties to the agreement.

Section 803: Termination of Agreement

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

Section 804: Other Contracted Services

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

ARTICLE 9: FISCAL PROVISIONS

Section 901: Indemnification

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

Commented [BW6]: Recommend removing. This is more appropriate for a non-profit organization than a public entity.

Section 902: Bonding

All positions with fiduciary responsibilities assigned by the Board shall be bonded for the faithful performance of duties in an amount to be approved by the Board. The premiums for such a bond shall be paid for from CVRPC funds.

Section 9032: Code of Conduct and Conflict of Interest

Commissioners have an obligation to conduct the affairs of their office in such a manner as to instill public trust and confidence. CVRPC shall maintain a written policy on code of conduct and conflict of interest. A copy of this policy shall be provided to all Commissioners and Alternate at the time of their appointment.

Section 9043: Work Plan and Budget

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

Section 9054: Annual Report

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

Section 9065: Audit

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

ARTICLE 109: SUPPLEMENTARY PROVISIONS

Section 1001: Whistleblower Protections

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

Commented [BW7]: New language recommended by G.Clain.

Section 1002906: Electronic Records and Signatures

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

4 **Section 1003907: Dissolution**

5 CVRPC shall be dissolved or terminated:

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

12 **Section 1004908: Amendments to Bylaws**

- 13 A. A proposed amendment shall be placed on the agenda for any regularly scheduled
14 meeting of the Board by vote of the Board or by vote of the Executive Committee.
- 15 B. The proposed amendment shall be discussed at the next regular meeting of the Board
16 and may be amended at that meeting. An affirmative vote of the Board is required to
17 advance the agreed upon proposed amendment. That vote must direct that the final
18 proposed amendment be placed on the agenda of a subsequent regular meeting for a
19 final vote.
- 20 C. After the affirmative vote described in 908B, a proposed amendment shall be placed on
21 the agenda for a final vote at a subsequent regular meeting of the Board. No
22 amendment to the proposed amendment shall be allowed at the Board meeting during
23 which the final vote is taken.
- 24 D. The proposed amendment shall become effective upon the affirmative vote of 60% of
25 the Commissioners. If a 60% affirmative vote is not attained, the proposed amendment
26 fails.

Commented [BW8]: 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.

27 **Section 1005909: Severability**

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

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

31 Bylaws first adopted April 27, 1967.

33 Amended May 27, 1980.

34 Amended January 10, 1989.

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- 1 Amended May 10, 1994.
- 2 Amended November 11, 1997.
- 3 Amended May 8, 2001.
- 4 Amended April 13, 2010.
- 5 Amended April 11, 2017.
- 6 Amended December 10, 2019.
- 7 Amended XXX.