

**BYLAWS WORK GROUP****Wednesday, October 27, 2021****5:00 pm*****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

5:00² Adjustments to the Agenda

Public Comment

5:05 Minutes (enclosed; action item)

5:10 Bylaw Review (enclosed)

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

6:20 Next Steps

Set date, time, and preliminary agenda for next meeting

6:30 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

CENTRAL VERMONT REGIONAL PLANNING COMMISSION
Bylaws Work Group
DRAFT Meeting Minutes
October 12, 2021

Attendance: Steve Lotspeich, George Clain, Michael Gray

Staff: Bonnie Waninger

Chair Lotspeich called the meeting to order at 11:02 am.

Adjustments to the Agenda

M. Gray moved to accept the agenda as presented; G. Clain seconded. Motion carried.

Public Comment

None.

Minutes

M. Gray moved to approve the October 5, 2021 minute as drafted; G. Clain seconded. Motion carried.

Bylaw Review

Reviewed memo with discussion issues and staff recommendations.

- Section 403.A.: Add language to parallel Special Committee language: "Subcommittees and workgroups must adhere to the same requirements as the Special Committee."
- Section 502: Should the elections process be revised and/or clarified? S. Lotspeich recommended referring this item with options to the Executive Committee. The main item being how Alternates would vote. Gray noted he still had a question about whether Alternates should vote given that only nine municipalities have alternates and very few attend Commission meetings. He questioned whether it would be effective to have Alternates vote given their knowledge. Lotspeich said another issue is whether Alternates should vote via ballot if the Commissioner does not vote. Clain said there are two issues: 1) mail balloting and 2) Alternates voting (whether ballot is mailed to Alternate and Commissioners). What is the Alternate's role regarding submission of written ballot? Waninger clarified that the Work Group agreed to maintain a written ballot at its 02/16/21 meeting. Resolution: Referred this item to the Executive Committee.
- Section 503.C: Should the term of appointments to other entities have a default term if the other entity doesn't specify a term? Resolution: 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."

- 1 • Section 900, Supplementary Provisions:
 - 2 – Indemnification: Resolution: Deleted Indemnification text. Requested staff
 - 3 provide new language related to CVRPC requirement to carry Public Officials
 - 4 liability insurance.
 - 5 – Bonding: Did not address. Decision about inclusion pending information on the
 - 6 cost of bonding from CVRPC's insurance company.
- 7 • Section 903: New proposed text on whistleblower protections. Discussed whether this
- 8 State and Federal contractual requirement is most appropriate in the Bylaws, Code of
- 9 Conduct, or in contracts. Resolution: Clain requested an attorney's opinion on this
- 10 issue.
- 11 • Section 908, B: Should "a" be modified to "the" to increase specificity? Resolution:
- 12 Accepted the change. Also modified item C for the same specificity.
- 13 • New Section 1004: Clarification of amendment process. Resolution: Text revised to
- 14 clarify actions that occur prior to an amendment being placed on the Board agenda.
- 15

16 Next Steps

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

- 19 • Wednesday, October 27 at 5:00 pm
- 20 • Tuesday, November 9 at 11 am – CANCELLED due to conflict; will reschedule during next
- 21 meeting.
- 22

23 Adjourn

24 *M. Gray moved to adjourn at 12:35 pm; G. Clain seconded. Motion carried.*

25
26 Respectfully submitted,

27 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.

Items **highlighted in green** signify item awaiting addition information or 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
			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.	procedure to be approved by the Board (the "Rules of Procedure")."
5	4	<p>Section 403:</p> <p>a) Should text be added that Standing Committees have a Chair and Vice Chair elected by the committee?</p> <p>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	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?	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.	No change. G. Clain asked that the Work Group remember this conversation for a later topic.
7	5	Section 403, A.7: Should Committee reports be endorsed, adopted, or	Include text to have the Board "accept" the reports. This confirms the Board has	This item was addressed previously in Section 403.A.8.

Item	Page	Issue for Discussion	Staff Recommendation	Bylaw Work Group Decision
		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 Statute 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
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> <p>b) Discussion regarding elections has been referred to the Executive Committee for discussion.</p>

Item	Page	Issue for Discussion	Staff Recommendation	Bylaw Work Group Decision
		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</p>	<p>Delete Indemnification language.</p> <p>Awaiting information from CVRPC insurance company related to cost.</p>

Item	Page	Issue for Discussion	Staff Recommendation	Bylaw Work Group Decision
			premiums for such a bond shall be paid for from CVRPC funds.”	
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.	Clain requested an attorney’s opinion as to whether this is a bylaw, Code of Conduct or contractual item.
16	19	Section 908 (now 1004), 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.	Accepted the change. Also modified item C for the same specificity.
17	19	Section 1004: Clarification of amendment process.	This item was raised during the October 12 meeting.	Text revised to clarify actions that occur prior to an amendment being placed on the Board agenda.
18	19	Section 1004: Based on the 10/12 Work Group decision, staff requests additional clarification in the Bylaws regarding action anticipated by the Executive Director (see bylaw document)	Add text: “The Executive Director shall provide proposed amendments to the Chair, who will determine when the amendment is placed on the Executive Committee agenda.”	
19		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. Note: Page numbers in the Table of Content will be updated prior to sending	

Item	Page	Issue for Discussion	Staff Recommendation	Bylaw Work Group Decision
			<p>a clean copy of the proposed amendments to the Executive Committee and Board.</p> <p>Identify major points of discussion to be included in the transmittal memo.</p>	



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

Amended by the Commissioners on December 10, 2019

Draft as of 10/12/21

Yellow highlight signifies end point for previous discussion

Green highlight signifies modified item to be reviewed by the Work Group

Articles of Constitution and Bylaws of CVRPC – Draft 10/12/21

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

Section 206: Municipal Service Agreements

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

Section 207: Other Duties and Responsibilities

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

ARTICLE 3: MEMBERSHIP AND REPRESENTATION**Section 301: Member Municipalities**

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

Section 302: Appointment and Terms of Commissioners and Alternates

- A. Representation on the CVRPC shall be by commissioners or assigned alternates. The legislative body of each member municipality may appoint one commissioner (a "Commissioner") and one alternate (an "Alternate") to the CVRPC Board of Commissioners (the "Board").
- B. Municipal legislative bodies shall certify the appointment of their Commissioner and Alternate in writing to CVRPC. Commissioners and Alternates begin serving immediately upon certification of appointment unless otherwise specified in the appointment. Prospective Commissioners and Alternates may not vote or otherwise formally serve 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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The Board shall consist of the Commissioners and Alternates, when serving as the Commissioner. ~~serving in the absence of a Commissioner.~~ It shall be the duty of each Commissioner to regularly report on the activities of CVRPC to the legislative body and the local planning commission of the municipality of the Commissioner's appointment.

Section 402: Officers

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

B. Duties of officers shall be as follows:

1. The Chair shall call meetings of the Board and the Executive Committee and shall preside at these meetings. 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. ~~The Chair shall prepare and cause to be distributed to members, an agenda for all Board and Executive Committee meetings.~~ The Chair shall perform such other duties as are normal or customary to the office, or which may be assigned by the Board. The Chair shall cast a vote on all issues voted on at a Board or Executive Committee meeting, unless the Chair wishes to abstain or has recused themselves~~themselves~~.
2. The Vice Chair shall act as Chair in the absence or incapacity of the Chair and shall perform such other duties as may be assigned by the Board. The Vice Chair may also advise the Chair on parliamentary issues. The Vice Chair shall act as Secretary/Treasurer in the absence or incapacity of the Secretary/Treasurer.
3. The Secretary/Treasurer shall be CVRPC's recording officer and the custodian of its records, except ~~as for~~ those duties that are delegated to CVRPC staff. The Secretary/Treasurer shall perform all duties customary to that office, including overseeing all CVRPC financial records and overseeing minutes of Board meetings and ~~such~~ Committee meetings ~~as the Chair may designate.~~

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

Section 403: Standing Committees**A. General**

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

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

3. Each Standing Committee shall have, and be responsible for drafting modifications to their, rules of procedure to be approved by the Board (the “Rules of Procedure”). The Rules of 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.~~ Standing Committees shall have a Chair and Vice Chair, which shall be elected by the committee.

5. 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.

~~65.~~ Standing 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.

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

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

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:

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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. Draft Rules of Procedure for new committees. 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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~~Nominating Committee, taking demonstrated commitment to CVRPC into account.~~ Nominees shall be submitted at the January Board meeting, and additional nominations may be made from the floor. The Board shall elect the Nominating Committee annually at its January meeting.

2. The purpose ~~and duties~~ of the Nominating Committee ~~shall be to seek out qualified candidates to be nominated for election or appointment of Officers of the Board, at large members of the Executive Committee, Standing and Special Committees, and other organizations for which CVRPC appoints a representative, is to support the Board of Commissioners by seeking and nominating qualified candidates for positions and committees when directed by the Board.~~
3. The duties of the Nominating Committee shall be:
 - a. ~~Identify and r~~Recommend to the Board a slate of candidates for the Board positions of Chair, Vice Chair, and Secretary/Treasurer ~~Identify and recommend to the Board a slate of candidates for the positions of Chair, Vice Chair, Secretary/Treasurer and at-large members of the Executive Committee.~~
 - b. ~~Identify and r~~Recommend to the Board candidates for Standing and Special Committees.
 - c. ~~and Recommend~~ CVRPC representatives appointed by the Board to other organizations and for other positions when directed by the Board.

D. Regional Plan Committee

1. The regional plan committee shall consist of five (5) Board members, two (2) of whom may be Alternate Commissioners. (the "Regional Plan Committee"). ~~who shall be elected at the Board's Annual Meeting. At least three (3) members shall be Commissioners and no more than two (2) members shall be Alternate Commissioners.~~
2. The purpose ~~and duties~~ of the Regional Plan Committee ~~shall be to recommend updates to the Central Vermont Regional Plan and to oversee the Plan's implementation.~~ is to support the Board of Commissioners by making recommendations to the Board regarding CVRPC's duties as specified within 24 V.S.A. Section 4345a(5), preparation of a regional plan and amendments, and implementation of the regional plan.
3. The duties of the Regional Plan Committee shall be to:
 - a. Oversee development and maintenance of the Regional Plan, pursuant to 24 V.S.A. Section ~~4347~~ and the requirements and allowances in 24 V.S.A. Section 4348(b), and make recommendations for approval by the Board.

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

E. Project Review Committee

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

Commented [BW1]: The Work Group requested staff propose new language related to review of FERC license applications and renewals by the Project Review Committee. Text highlighted in green is the proposed language.

Articles of Constitution and Bylaws of CVRPC – Draft 10/12/21F. 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 V.S.A. 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 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

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municipalities 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.

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

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

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

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

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

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

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

- b. Develop and update a regional transportation element as part of the Regional Plan.
- c. Provide recommendations on funding and prioritization for the Vermont Agency of Transportation's Capital Budget and State Transportation Improvement Program.
- d. Act as a liaison between local communities and the Vermont Agency of Transportation.
- 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.
- E. 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 and other required ~~conflict of interest~~ policies, and adoption of organizational procedures.

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~~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.

Section 406: Staff

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

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

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

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

ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS

Section 501: Nominations

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

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

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

~~D.~~ The Nominating Committee shall present an initial slate of Board Officers and at-large Executive Committee members at the Board’s April regular meeting, with a final slate of 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 nominated
 3 the nomination in writing, at which time nominations will be closed, and those
 4 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.

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.

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.

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 nominations 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.~~

Articles of Constitution and Bylaws of CVRPC – Draft 10/12/21**Section 505: Removal from Office**

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

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

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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

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

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

Article 608: Parliamentary Authority

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

Section 609: Minutes and Public Records

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

ARTICLE 7: FUNDING

Section 701: Fiscal and Operational Year

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

Section 702: Membership Assessment

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

Section 703: Grants, Contracts and Contributions

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

Section 704: Borrowing Authority

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

Section 705: Signatory

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

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

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

ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS

Section 801: Participation

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

Section 802: Content of Agreement

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

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

Section 803: Termination of Agreement

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

Section 804: Other Contracted Services

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

ARTICLE 9: FISCAL PROVISIONS

~~Section 901: Indemnification~~

Commented [BW2]: The Work Group requested staff propose new language related to CVRPC obtaining Public Officials liability insurance or equivalent. Text highlighted in green is the proposed language.

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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.

Section 901: Insurance

CVRPC shall carry Public Officials liability insurance or equivalent on its employees and Board members. The premium for such insurance shall be paid from CVRPC funds.

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.

Commented [BW3]: Awaiting cost estimate from insurance company.

Section 903: 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 904: 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 905: Annual Report

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

Section 906: 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

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1 misconduct to the Party or its agents prior to reporting to any governmental entity and/or the
 2 public.

3 **Section 1002906: Electronic Records and Signatures**

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

7 **Section 1003907: Dissolution**

8 CVRPC shall be dissolved or terminated:

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

15 **Section 1004908: Amendments to Bylaws**

16 **A.** A proposed amendment shall be submitted in writing to the Executive Director.

17 ~~B.~~ A draft proposed amendment shall be placed on the agenda for any regularly scheduled
 18 meeting of the Board by affirmative vote of the Board or by affirmative vote of the
 19 Executive Committee.

20 ~~BC.~~ The draft proposed amendment shall be discussed at the next regular meeting of the
 21 Board and may be amended at that meeting. An affirmative vote of the Board is
 22 required to advance the agreed upon final proposed amendment. That vote must direct
 23 that the final proposed amendment be placed on the agenda of thea subsequent regular
 24 meeting for a final vote.

25 ~~CD.~~ After the affirmative vote described in 908B, the a-proposed amendment shall be placed
 26 on the agenda for a final vote at a subsequent regular meeting of the Board. No
 27 amendment to the proposed amendment shall be allowed at the Board meeting during
 28 which the final vote is taken.

29 ~~DE.~~ The proposed amendment shall become effective upon the affirmative vote of 60% of
 30 the Commissioners. If a 60% affirmative vote is not attained, the proposed amendment
 31 fails.

32 **Section 1005909: Severability**

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

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

Commented [BW4]: New language recommended by G.Clain.

Per the Work Group's request, staff is requesting an attorney's opinion regarding whether this is a bylaw, contractual, or Code of Conduct item.

Commented [BW5]: What action does the Executive Director take? Ex.

- ED provides to the Chair, who determines whether/when the amendment should be placed on the Executive Committee agenda?
- ED places the item on the next Executive Committee agenda for discussion?
- ED places the item on the draft Board agenda? The Board agenda is approved by the Executive Committee.

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- 1 Bylaws first adopted April 27, 1967.
- 2
- 3 Amended May 27, 1980.
- 4 Amended January 10, 1989.
- 5 Amended May 10, 1994.
- 6 Amended November 11, 1997.
- 7 Amended May 8, 2001.
- 8 Amended April 13, 2010.
- 9 Amended April 11, 2017.
- 10 Amended December 10, 2019.
- 11 Amended XXX.