



BYLAWS WORK GROUP
Tuesday, November 16, 2021
10:00 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

10:00² Adjustments to the Agenda

Public Comment

10:05 Minutes (enclosed; action item)

10:10 Bylaw Review (enclosed; action item)

Final review of proposed Bylaw changes.

10:45 Transmittal Memo (enclosed; action item)

Finalize memo of transmittal to the Executive Committee.

11:20 Next Steps

Discussion with the Executive Committee

11:30 Adjourn

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 27, 2021**

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

7 Staff: Bonnie Waninger

8
9 Vice Chair M. Gray called the meeting to order at 5:01 pm.

10
11 **Adjustments to the Agenda**

12 None.

13
14 **Public Comment**

15 None.

16
17 **Minutes**

18 *G. Clain moved to approve the October 12, 2021 minutes as amended; M. Gray seconded. In*
19 *discussion, Clain noted that the Section 1004 issue has not been resolved. The "Resolution" text*
20 *should be replaced with "Text was discussed to clarify actions and will be reviewed at the next*
21 *meeting." Motion carried.*

22
23 **Bylaw Review**

- 24 • Section 403, Project Review Committee: Approved language adding Federal Energy
25 Regulatory Commission (FERC) license applications and renewals as Committee duty.

26
27 S. Lotspeich joined the meeting at 5:18 pm and assumed the Chair role.

- 28
29 • Section 501, Nominations: Clarified that the final slate submitted to the Board by the
30 Nominating Committee is a draft as additional candidates may be nominated from the
31 floor.
32 • Section 901, Insurance: Approved language related to Public Officials liability insurance.
33 • Section 1004, Amendments to Bylaws: Clarified the proposed process for bylaw
34 amendments.

35
36 Lotspeich briefly walked the Work Group through a draft transmittal memo for the Executive
37 Committee. The Committee will review the memo at its next meeting.

38
39 **Next Steps**

40 The final Work Group meeting is scheduled for Tuesday, November 16 at 10:30 am. The

1 agenda will include a final review of the bylaws and review of a transmittal memo to the
2 Executive Committee. The Work Group requested staff verify when the legal review occurred
3 during the previous bylaw update.

4

5 **Adjourn**

6 *M. Gray moved to adjourn at 6:30 pm; G. Clain seconded. Motion carried.*

7

8 Respectfully submitted,

9 Bonnie Waninger, Executive Director

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- 1 6. Standing Committees may establish subcommittees and workgroups as needed
2 to accomplish committee business. Subcommittees and workgroups must
3 adhere to the same requirements as the Special Committee.
- 4 7. Unless otherwise specified in the Rules of Procedure, all Standing Committee
5 members are eligible to vote on committee business.
- 6 8. All Standing Committees shall maintain meeting minutes. Standing Committees
7 shall report to the Board as it directs. The Board shall “accept” committee
8 reports to signify it has received the report
- 9 B. Executive Committee
- 10 1. The executive committee (the “Executive Committee”) shall consist of seven
11 Commissioners (in accordance with 24 V.S.A. Section [4343\(b\)](#)), including the
12 three (3) officers of the Board and four (4) at-large members. Duly-appointed
13 Commissioners who have an attendance record that shows dedication to CVRPC,
14 served on the Board for at least one year, and participated on one or more
15 committees during their term are eligible for Executive Committee membership.
- 16 2. The purpose of the Executive Committee is to support the Board of
17 Commissioners by facilitating the general operation of CVRPC as directed by the
18 Board and to act on behalf of the Board in the absence of a Board quorum when
19 time precludes the delay of decision or action.
- 20 3. The duties of the Executive Committee shall be to:
- 21 a. Oversee and approve an annual work plan and budget for CVRPC,
22 including budget adjustments.
- 23 b. Recommend municipal dues.
- 24 c. Oversee and approve an organizational plan for CVRPC.
- 25 d. Authorize and accept grants, agreements and contracts with outside
26 organizations and agencies.
- 27 e. Review and accept the annual audit.
- 28 f. Approve the addition and elimination of staff positions as recommended
29 by the executive director. Adopt job descriptions and wage ranges for
30 staff positions.
- 31 g. Adopt and oversee personnel, financial, procurement, operational and
32 administrative policies and procedures.
- 33 h. Monitor emerging issues affecting CVRPC and inform the Board as
34 appropriate.
- 35 i. Approve agendas for Board meetings.
- 36 j. Recommend to the Board or, if timing requires, take appropriate action
37 on policy issues, including legislative issues, state or federal plans and

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- 1 policy, regional planning commission allocation formulas or other issues
2 affecting the Central Vermont Region and its municipalities.
- 3 k. Nominate candidates for the Nominating Committee, taking
4 demonstrated commitment to CVRPC into account.
- 5 l. Review committee Rules of Procedure drafted by committees. Draft
6 Rules of Procedure for new committees. Recommend revised or new
7 Rules to the Board.
- 8 m. Carry out other actions in accordance with 24 V.S.A. Section [4343\(b\)](#) or as
9 directed by the Board.
- 10 C. Nominating Committee
- 11 1. The nominating committee (the “Nominating Committee”) shall consist of three
12 (3) Board members, one of whom may be an Alternate Commissioner.
13 Nominees shall be submitted at the January Board meeting, and additional
14 nominations may be made from the floor. The Board shall elect the Nominating
15 Committee annually at its January meeting.
- 16 2. The purpose of the Nominating Committee is to support the Board of
17 Commissioners by seeking and nominating qualified candidates for positions and
18 committees when directed by the Board.
- 19 3. The duties of the Nominating Committee shall be:
- 20 a. Recommend to the Board a slate of candidates for the Board positions of
21 Chair, Vice Chair, and Secretary/Treasurer and at-large members of the
22 Executive Committee.
- 23 b. Recommend to the Board candidates for Standing and Special
24 Committees.
- 25 c. Recommend CVRPC representatives appointed by the Board to other
26 organizations and for other positions when directed by the Board.
- 27 D. Regional Plan Committee
- 28 1. The regional plan committee shall consist of five (5) Board members, two (2) of
29 whom may be Alternate Commissioners. (the “Regional Plan Committee”).
- 30 2. The purpose of the Regional Plan Committee-is to support the Board of
31 Commissioners by making recommendations to the Board regarding CVRPC’s
32 duties as specified within 24 V.S.A. Section [4345a\(5\)](#), preparation of a regional
33 plan and amendments, and implementation of the regional plan.
- 34 3. The duties of the Regional Plan Committee shall be to:
- 35 a. Oversee development and maintenance of the Regional Plan, pursuant to
36 24 V.S.A. Section [4347](#) and the requirements and allowances in 24 V.S.A.
37 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 is to support the Board of
11 Commissioners by fulfilling the CVRPC’s statutory role as specified within 24
12 V.S.A. Section [4345a](#)(13) and (14) and to aid other parties to make conformance
13 determinations when directed by the Board. These items are commonly
14 referred to Act 250 ([10 V.S.A. Chapter 151](#)) and Section 248 ([30 V.S.A. Chapter](#)
15 [5](#)).
- 16 3. The duties of the Project Review Committee shall be to:
- 17 a. Evaluate Act 250 and Section 248 development projects relative to
18 conformance with the Regional Plan.
- 19 b. Evaluate Federal Energy Regulatory Commission (FERC) license
20 applications and renewals relative to conformance with the Regional
21 Plan.
- 22 c. Offer advice, input, and opinions to applicants, the District Environmental
23 Commission, the Vermont Public Utility Commission, and other
24 organizations and individuals as appropriate, consistent with plans,
25 policies, positions or resolutions adopted by the Board of Commissioners.
- 26 d. Provide recommendations to the Regional Plan Committee on
27 amendments or changes to Substantial Regional Impact criteria.
- 28 e. Provide the Board copies of all written decisions and recommendations
29 regarding Act 250 and Section 248 projects.
- 30 F. Municipal Plan Review Committee
- 31 1. The municipal plan review committee (the “Municipal Plan Review Committee”)
32 shall consist of five (5) Board members, two (2) of whom may be Alternate
33 Commissioners.
- 34 2. The purpose of the Municipal Plan Review Committee shall be to support the
35 Board of Commissioners by making recommendations to the Board regarding the
36 Commission’s duties as specified within 24 V.S.A. Sections [4350](#), Review and
37 consultation regarding municipal planning effort, subsections (a) and (b), and
38 Section [4352](#), [Optional determination of energy compliance; enhanced energy](#)

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- 1 [planning, subsection](#) (b), Municipal plan.
- 2 3. The duties of the Municipal Plan Review Committee shall be to:
- 3 a. Review municipal plans for conformance to statutory requirements, in
- 4 accordance with 24 V.S.A. Section [4350\(b\)](#), and make recommendations
- 5 regarding approval to the Board.
- 6 b. Review municipal enhanced energy plans for determination of energy
- 7 compliance, in accordance with 24 V.S.A. Section [4352\(b\)](#), and make
- 8 recommendations regarding certification to the Board.
- 9 c. Review municipal planning processes, in accordance with 24 V.S.A.
- 10 Section [4350\(a\)](#), and make recommendations for confirmation to the
- 11 Board.
- 12 d. Review the compatibility of all municipal plans at least every eight years
- 13 and in accordance with 24 V.S.A. Section [4345a\(9\)](#) and report its findings
- 14 to the Board.
- 15 e. Provide guidance to municipalities about future plan updates and ways to
- 16 strengthen planning efforts.

17 G. Transportation Advisory Committee

- 18 1. The transportation advisory committee (the “Transportation Advisory
- 19 Committee”) shall consist of representatives of member municipalities. Each
- 20 member municipality of CVRPC is eligible to appoint one voting member and one
- 21 alternate to the Transportation Advisory Committee. Municipal participation is
- 22 discretionary and determined by appointment by the municipality’s legislative
- 23 body.
- 24 2. Municipal legislative bodies shall certify the appointment of the committee
- 25 member and alternate in writing to CVRPC. Committee members and alternates
- 26 begin serving immediately upon certification of appointment unless otherwise
- 27 specified in the appointment.
- 28 3. Committee members and alternates who are appointed midterm shall serve out
- 29 the term ending June 30 and may continue serving for the subsequent term
- 30 starting July 1 without recertification. Once a committee member or alternate
- 31 serves a complete term, the appointment must be re-certified for the next term
- 32 beginning on July 1. If reappointed by their municipality, Committee members
- 33 and alternates may serve successive terms until a successor is appointed.
- 34 4. The purpose of the Transportation Advisory Committee is to support the Board
- 35 of Commissioners by ensuring local consultation and broad citizen participation
- 36 in CVRPC and State of Vermont transportation planning programs.
- 37 5. The 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 assisting with the
 2 development of CVRPC's annual transportation work program and
 3 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 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 and
 34 other required policies, and adoption of organizational procedures.
- 35 F. Special Committees may establish subcommittees and workgroups as needed to
 36 accomplish committee business. Subcommittees and workgroups must adhere to the
 37 same requirements as the Special Committee.
- 38 G. Unless otherwise specified in the Rules of Procedure, all committee members are
 39 eligible to vote on committee business.

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1 H. Special Committees shall follow Vermont Open Meeting and Public Records Law and
2 report to the Board as it directs.

3 Section 405: Appointed Representatives

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

7 Section 406: Staff

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

10 B. The Executive Director and staff shall implement the work plan approved by the
11 Executive Committee and undertake other duties assigned by the Board or Executive
12 Committee.

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

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

20 ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS**21 Section 501: Nominations**

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

23 B. The Nominating Committee shall present an initial slate of Board Officers and at-large
24 Executive Committee members at the Board’s April regular meeting, with a final draft
25 slate of candidates presented at the May regular meeting. Additional candidates may
26 be nominated from the floor at the May regular meeting provided the candidate is
27 present to accept the nomination, or has provided the Chair written acceptance if
28 nominated, at which time nominations will be closed, and those nominations added to
29 the slate.

30 C. The Nominating Committee shall present a slate of other Standing and Special
31 Committee members and appointed representatives to other organizations, at the
32 Board’s May regular meeting. Additional candidates may be nominated from the floor
33 at the May regular meeting, at which time nominations will be closed, and those
34 nominations added to the slate.

35 Section 502: Elections

36 A ballot, containing the final slate of Officers, at large members of the Executive Committee,
37 candidates for other committees, and appointed representatives shall be sent not more than
38 five (5) days after the May regular meeting to all Commissioners. The Secretary/Treasurer shall

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1 oversee vote counting and shall announce the results at the Annual Meeting. The candidates
2 receiving the most votes shall be elected. In the event of a tie, the Board shall vote to break the
3 tie at the Annual Meeting.

4 Section 503: Terms of Office

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

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

10 C. Terms of office for appointments to other bodies shall reflect the term of the other
11 body. If the other body does not designate a term, the term shall be one year, from July
12 1 (or the date of appointment) to June 30.

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

15 Section 504: Vacancies

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

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

23 Section 505: Removal from Office

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

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

31 ARTICLE 6: MEETINGS**32 Section 601: Open Meeting Law**

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

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

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

5 Section 602: Regular Board of Commissioners Meetings

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

10 Section 603: Annual Meeting

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

12 Section 604: Special Board of Commissioners Meetings

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

15 Section 605: Committee Meetings

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

17 Section 606: Notice of Meetings

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

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

25 Section 607: Quorum

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

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

33 Article 608: Parliamentary Authority

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

37 Section 609: Minutes and Public Records

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1 Minutes of all meetings of the Board and all committees established by the Board shall be kept
2 and copies shall be available to all Commissioners, member municipalities, and the general
3 public in accordance with the Vermont Public Records Act (codified at 1. V.S.A. Sections 315-
4 320).

5 ARTICLE 7: FUNDING**6 Section 701: Fiscal and Operational Year**

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

8 Section 702: Membership Assessment

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

13 Section 703: Grants, Contracts and Contributions

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

17 Section 704: Borrowing Authority

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

22 Section 705: Signatory

- 23 A. The Executive Director or the Director's designee is responsible for approving and
24 signing funding applications and proposals. When a funding agency requires Board
25 authorization for a specific application or proposal, authorization shall be obtained from
26 the Board (or the Executive Committee per Section 403.B.j.) prior to signature of the
27 application.
- 28 B. The Executive Committee is responsible for approving contracts and agreements, and
29 shall authorize an Officer or the Executive Director to sign approved contracts,
30 instruments, and agreements on behalf of CVRPC.
- 31 C. The Chair, Secretary/Treasurer and Executive Director are authorized to sign checks,
32 notes, drafts and orders related to an approved budget, work plan, contract, or
33 agreement. All other payments must be approved and authorized by the Executive
34 Committee.

35 ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS**36 Section 801: Participation**

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

5 Section 802: Content of Agreement

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

26 Section 803: Termination of Agreement

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

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

4 Section 804: Other Contracted Services

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

8 ARTICLE 9: FISCAL PROVISIONS**9 Section 901: Insurance**

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

12 Section 902: Bonding (awaiting information)

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

16 Section 903: Code of Conduct and Conflict of Interest

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

21 Section 904: Work Plan and Budget

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

25 Section 905: Annual Report

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

28 Section 906: Audit

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

31 ARTICLE 10: SUPPLEMENTARY PROVISIONS**32 Section 1001: Whistleblower Protections (awaiting information)**

33 CVRPC shall not discriminate or retaliate against one of its employees or agents for disclosing
34 information concerning a violation of law, fraud, waste, abuse of authority or acts threatening
35 health or safety, including but not limited to allegations concerning the False Claims Act (31
36 U.S.C. §§ 3729 – 3733). Further, CVRPC shall not require such employees or agents to forgo

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1 monetary awards as a result of such disclosures, nor should they be required to report
2 misconduct to the Party or its agents prior to reporting to any governmental entity and/or the
3 public.

4 **Section 1002: Electronic Records and Signatures**

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

8 **Section 1003: Dissolution**

9 CVRPC shall be dissolved or terminated:

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

16 **Section 1004: Amendments to Bylaws**

- 17 A. A proposed amendment shall be submitted in writing to the Executive Director.
- 18 B. The proposed amendment shall be placed on the Executive Committee agenda for its
- 19 consideration prior to being placed on the Board agenda. Upon affirmative vote of the
- 20 Executive Committee, a draft proposed amendment shall be placed on the agenda for
- 21 any regularly scheduled meeting of the Board.
- 22 C. A draft proposed amendment shall be placed on the agenda for any regularly scheduled
- 23 meeting of the Board by affirmative vote of the Executive Committee.
- 24 D. The draft proposed amendment shall be discussed at the next regular meeting of the
- 25 Board and may be amended at that meeting. An affirmative vote of the Board is
- 26 required to advance the agreed upon final proposed amendment. That vote must direct
- 27 that the final proposed amendment be placed on the agenda of the subsequent regular
- 28 meeting for a final vote.
- 29 E. After the affirmative vote described in 908D, the proposed amendment shall be placed
- 30 on the agenda for a final vote at the subsequent regular meeting of the Board. No
- 31 amendment to the proposed amendment shall be allowed at the Board meeting during
- 32 which the final vote is taken.
- 33 F. The proposed amendment shall become effective upon the affirmative vote of 60% of
- 34 the Commissioners. If a 60% affirmative vote is not attained, the proposed amendment
- 35 fails.

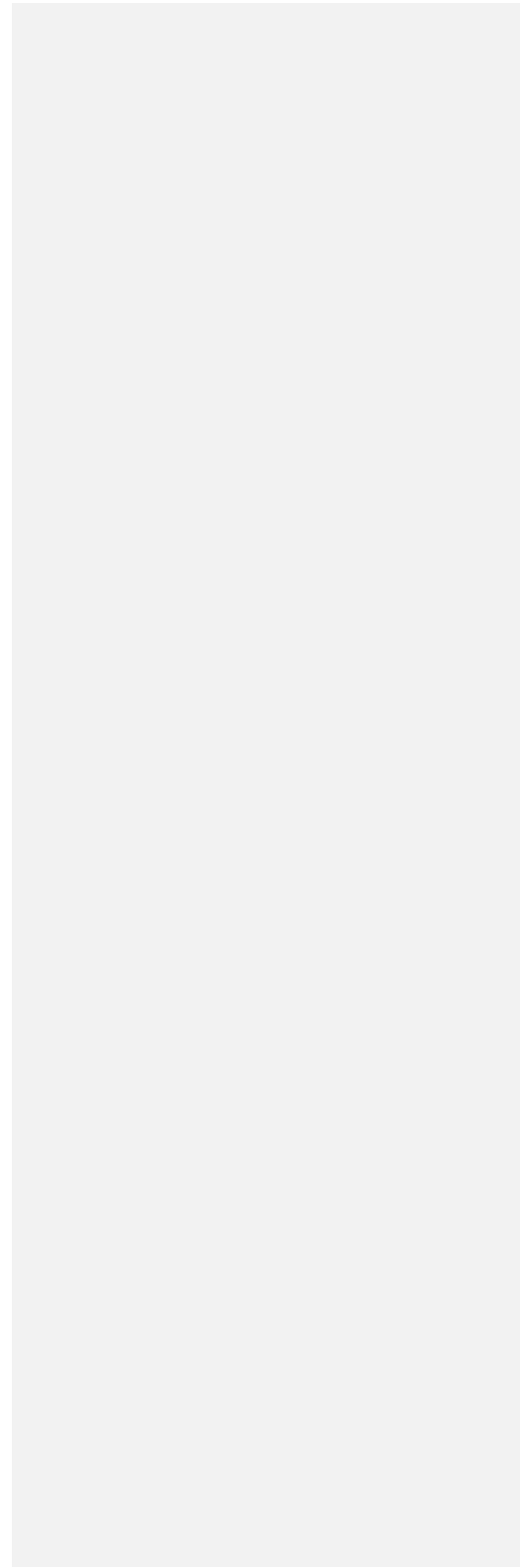
36 **Section 1005: Severability**

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

Commented [BW1]: Proposed rewrite of item C to link the Executive Committee review and placement of the amendment on the Board agenda. If the rewrite is accepted, the previous item C would be deleted and the remaining sections renumbered.

Articles of Constitution and Bylaws of CVRPC – Draft 10/27/21

- 1 **Central Vermont Regional Planning Commission Bylaws History**
- 2 Bylaws first adopted April 27, 1967.
- 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.





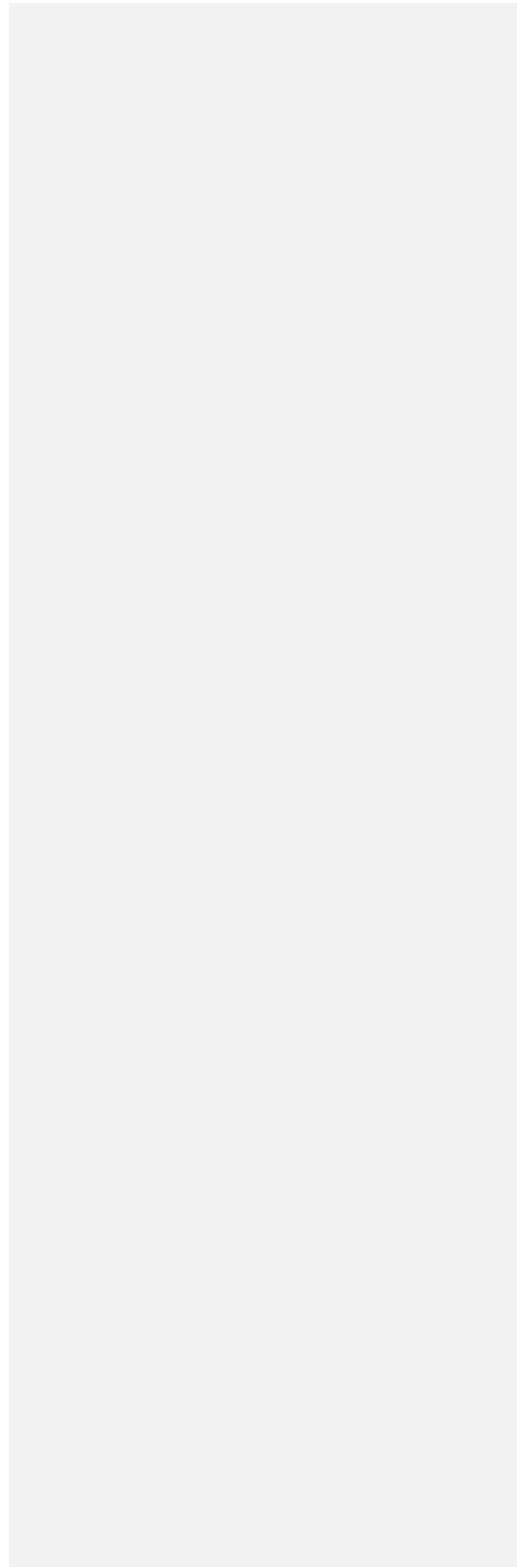
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**ARTICLES OF CONSITUTION AND BYLAWS OF
THE CENTRAL VERMONT REGIONAL PLANNING COMMISSION**

Amended by the Commissioners on December 10, 2019

Draft as of 10/27/21

Yellow highlight signifies item awaiting additional information



Articles of Constitution and Bylaws of CVRPC – Draft 10/27/21

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**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.

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.

Section 403: Standing Committees**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.

Articles of Constitution and Bylaws of CVRPC – Draft 10/27/21

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. Subcommittees and workgroups must
 17 adhere to the same requirements as the Special Committee.

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

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

23 B. Executive Committee

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

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

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

Articles of Constitution and Bylaws of CVRPC – Draft 10/27/21

- 1 a. Oversee and approve an annual work plan and budget for CVRPC,
2 including budget adjustments.
- 3 b. Recommend Set municipal dues.
- 4 c. Oversee and approve an organizational plan for CVRPC.
- 5 d. Authorize and accept grants, agreements and contracts with outside
6 organizations and agencies.
- 7 e. Review and accept the annual audit.
- 8 f. Approve the addition and elimination of staff positions as recommended
9 by the executive director. Adopt job descriptions and wage ranges for
10 staff positions.
- 11 g. Adopt and oversee personnel, financial, procurement, operational and
12 administrative policies and procedures.
- 13 h. Monitor emerging issues affecting CVRPC and inform the Board as
14 appropriate.
- 15 i. Approve agendas for Board meetings.
- 16 j. Recommend to the Board or, if timing requires, take appropriate action
17 on policy issues, including legislative issues, state or federal plans and
18 policy, regional planning commission allocation formulas or other issues
19 affecting the Central Vermont Region and its municipalities.
- 20 ~~k. Act on behalf of the Board in the absence of a quorum of the Board when~~
21 ~~time precludes the delay of decision or action until the next regular~~
22 ~~meeting of the Board.~~
- 23 ~~k.~~ Nominate candidates for the Nominating Committee, taking
24 demonstrated commitment to CVRPC into account.
- 25 l. Review committee Rules of Procedure drafted by committees. Draft
26 Rules of Procedure for new committees. Recommend revised or new
27 Rules to the Board.
- 28 m. Carry out other actions ~~adopted by the Board~~ in accordance with 24
29 V.S.A. Section ~~4343(b)~~ or as directed ~~by a policy adopted~~ by the Board.
- 30 C. Nominating Committee
- 31 1. The nominating committee (the “Nominating Committee”) shall consist of three
32 (3) Board members, one of whom may be an Alternate Commissioner. ~~Board~~
33 members Commissioners or Alternate Commissioners. At least two (2) members
34 shall be Commissioners and no more than one (1) member shall be an Alternate
35 Commissioner. ~~The Executive Committee shall nominate candidates for the~~

Articles of Constitution and Bylaws of CVRPC – Draft 10/27/21

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~~Recommend 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~~Recommend to the Board candidates for Standing and
 18 Special Committees.
 19 c. ~~_____ and Recommend~~ 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.~~ (the "Regional Plan Committee"). ~~who~~
 24 ~~shall be elected at the Board's Annual Meeting. At least three (3) members shall~~
 25 ~~be Commissioners and no more than two (2) members shall be Alternate~~
 26 ~~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.

Articles of Constitution and Bylaws of CVRPC – Draft 10/27/21

- 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.

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 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.

Articles of Constitution and Bylaws of CVRPC – Draft 10/27/211 F. Municipal Plan Review Committee

2 1. The municipal plan review committee (the “Municipal Plan Review Committee”)
 3 shall consist of five (5) ~~Board~~ members ~~who shall be elected at the Board’s~~
 4 ~~Annual Meeting.~~ ~~At least two (2) members shall be Commissioners and no~~
 5 ~~more than two~~ three (3) of whom may be ~~members shall be~~ Alternate
 6 Commissioners.

7 2. The purpose ~~and duties~~ of the Municipal Plan Review Committee shall be to ~~The~~
 8 ~~Municipal Plan Review Committee serves in an advisory capacity to the CVRPC~~
 9 ~~Board of Commissioners in the review and approval of member municipalities~~
 10 ~~plans as specified within 24 VSA Chapter 117~~ ~~HYPERLINK~~
 11 ~~"https://legislature.vermont.gov/statutes/section/24/117/04350" §4350(b) and~~
 12 ~~HYPERLINK "https://legislature.vermont.gov/statutes/section/24/117/04352"~~
 13 ~~§4352(b) and (c) of Vermont Statute.~~ support the Board of Commissioners by
 14 making recommendations to the Board regarding the Commission’s duties as
 15 specified within 24 V.S.A. Sections 4350 ~~(a) and (b)~~, ~~R~~review and consultation
 16 regarding municipal planning effort, subsections (a) and (b), and Section 4352,
 17 Optional determination of energy compliance; enhanced energy planning,
 18 subsection (b), Municipal plan ~~determination of energy compliance.~~

19 3. The duties of the Municipal Plan Review Committee shall be to:

- 20 a. Review municipal plans for conformance to statutory requirements, in
 21 accordance with 24 V.S.A. Section 4350(b), and make recommendations
 22 regarding ~~for~~ approval to the Board.
- 23 b. Review municipal enhanced energy plans for determination of energy
 24 compliance, in accordance with 24 V.S.A. Section 4352(b), and make
 25 recommendations regarding certification to the Board.
- 26 c. Review municipal planning processes, in accordance with 24 V.S.A.
 27 Section 4350(a), and make recommendations for confirmation to the
 28 Board.
- 29 d. Review the compatibility of all municipal plans at least every eight years
 30 and in accordance with 24 V.S.A. Section 4345a(9) and report its findings
 31 to the Board.
- 32 e. Provide guidance to municipalities about future plan updates and ways to
 33 strengthen planning efforts.

34 G. Transportation Advisory Committee

35 1. The transportation advisory committee (the “Transportation Advisory
 36 Committee”) shall consist of ~~municipal~~ representatives of member municipalities
 37 and representatives from transportation-related groups. Each ~~of the~~ member

Articles of Constitution and Bylaws of CVRPC – Draft 10/27/21

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 ~~5.~~ ~~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 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 and
 34 other required conflict of interest policies, and adoption of organizational 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 draft
 35 slate of candidates presented at the May regular meeting. Additional candidates may

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1 be nominated from the floor at the May regular meeting provided the candidate is
 2 present to accept the nomination, or has provided the Chair written acceptance if
 3 nominated ~~the nomination in writing~~, at which time nominations will be closed, and
 4 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 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. Committee Rules of Procedure shall address vacancies on other committees.~~

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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 may be removed from their committee or representatives 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 **ARTICLE 6: MEETINGS**

11 **Section 601: Open Meeting Law**

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

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

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

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

26 **Section 603: Annual Meeting**

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

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

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

31 **Section 605: Committee Meetings**

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

33 **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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1 To the fullest extent permitted by law, CVRPC shall indemnify and hold harmless its officers,
2 Commissioners, Alternates and employees from loss, damage or claim arising out of the
3 discharge or any duty or responsibility; provided, however, that any act or occurrence or
4 omission from which indemnification is sought is within the scope of such person's duties or
5 employee's employment, and is not the result of criminal or gross negligence.

Section 901: Insurance

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

Section 902: Bonding (awaiting information)

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

Section 903: Code of Conduct and Conflict of Interest

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

Section 904: Work Plan and Budget

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

Section 905: Annual Report

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

Section 906: Audit

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

ARTICLE 109: SUPPLEMENTARY PROVISIONS**Section 1001: Whistleblower Protections (awaiting information)**

30 CVRPC shall not discriminate or retaliate against one of its employees or agents for disclosing
31 information concerning a violation of law, fraud, waste, abuse of authority or acts threatening
32 health or safety, including but not limited to allegations concerning the False Claims Act (31
33 U.S.C. §§ 3729 – 3733). Further, CVRPC shall not require such employees or agents to forgo
34 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. The proposed amendment shall be placed on the Executive Committee agenda for its
18 consideration prior to being placed on the Board agenda. Upon affirmative vote of the
19 Executive Committee, a draft proposed amendment shall be placed on the agenda for
20 any regularly scheduled meeting of the Board.

21 A-C. A draft proposed amendment shall be placed on the agenda for any regularly scheduled
22 meeting of the Board by vote of the Board or by affirmative vote of the Executive
23 Committee.

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

29 CE. After the affirmative vote described in 908B908D, the a-proposed amendment shall be
30 placed on the agenda for a final vote at thea subsequent regular meeting of the Board.
31 No amendment to the proposed amendment shall be allowed at the Board meeting
32 during which the final vote is taken.

33 DF. The proposed amendment shall become effective upon the affirmative vote of 60% of
34 the Commissioners. If a 60% affirmative vote is not attained, the proposed amendment
35 fails.

Commented [BW1]: Proposed rewrite of item C to link the Executive Committee review and placement of the amendment on the Board agenda. If the rewrite is accepted, the previous item C would be deleted and the remaining sections renumbered.

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Section [1005909](#): Severability

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

Central Vermont Regional Planning Commission Bylaws History

Bylaws first adopted April 27, 1967.

Amended May 27, 1980.

Amended January 10, 1989.

Amended May 10, 1994.

Amended November 11, 1997.

Amended May 8, 2001.

Amended April 13, 2010.

Amended April 11, 2017.

Amended December 10, 2019.

[Amended XXX.](#)



MEMO

Date: November 16, 2021
To: CVRPC Executive Committee
From: Bylaw Work Group
Subject: Recommendations for Bylaw Updates

✉ **Action Requested:** Amend the proposed bylaw amendment based on discussion at the meeting.

Why are these amendments being proposed?

The Commission adopted a substantial update to its bylaws on December 10, 2019. Questions, suggested changes, and requested clarifications have arisen since that time. The Executive Committee felt it would be prudent to reflect back on how updated bylaws are working after they had been in use for more than a year. It established a Bylaw Work Group to determine what, if any, changes might be recommended.

How were the proposed amendments developed?

In January 2021, the Executive Committee established a Work Group to review the bylaws to ascertain how previous updates were working. Work Group members were Steve Lotspeich, Michael Gray, and George Clain. Executive Director Bonnie Waninger provided staff support. The working group met twice a month from February through November 2021.

The Work Group completed a line-by-line review of the current bylaws. It prepared draft amendments that clarified text, revised Standing Committee language to separate purpose and duties, added a new “Fiscal Provisions” section, and clarified the amendment process.

What significant changes are being proposed to the bylaws?

- The role of the Chair was clarified.
- Consistent information included in committee Rules of Procedure was incorporated into Sections 403 and 404.
- The section on Standing Committees was substantially revised and reordered to clarify committee purpose and to separate it from committee duties.
- Duties for the Project Review Committee were expanded to include evaluating [Federal Energy Regulatory Commission \(FERC\) license applications and renewals](#). FERC issues hydro power licenses

and pumped storage projects. Staff currently completes these reviews.

- Terms of office for appointments to other bodies were clarified.
- The process for filling vacancies beyond officers and the Executive Committee was clarified.
- The use of electronic meetings was enabled.
- The Executive Director's existing authority to approve and sign funding applications and proposals was incorporated.
- A new article, Fiscal Provisions, was added. Indemnification language was removed as Board members are appointed by municipalities, not CVRPC. The language was replaced with a requirement for CVRPC to carry Public Officials liability insurance or equivalent. A requirement to require bonding of positions with fiduciary responsibilities was added, pending a determination of its affordability.
- Draft language was included related to Whistleblower Protections, pending receipt of an attorney's opinion as to whether this language is most appropriate in a bylaw, the Commission's Code of Conduct and Conflict of Interest Policy, or contracts.
- The bylaw amendment process was expanded.

Issues Recommended for Executive Committee Discussion

Multiple questions arose on Section 502, Elections regarding whether the elections process should be revised and/or clarified. The Work Group did not make changes to this section. It recommends the Executive Committee discuss the questions raised. The specific questions include:

- Should the Board continue using a written ballot for elections or 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?
- Is the nominations process clear regarding how it works in relationship to a slate?
- Should wording specify ballots are "sent" or "mailed"?
- 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?

What is the process to amend the bylaws?

Under the current bylaws (Article X), there is a 3-step process to amend the bylaws:

- A. Place the proposed amendment on the agenda for a regularly scheduled meeting of the Board. This can be done by the Board or by the Executive Committee.
- B. Discuss the proposed amendment at the next regularly scheduled Board meeting. The proposed amendment can be amended at this meeting. An affirmative vote of the Board is required for the proposed amendments to proceed to a final vote at the next regular Board meeting.

- C. The proposed bylaws amendment (with any amendments) is voted on at the next regular Board meeting. No additional amendments may be made. 60% of commissioners must vote to approve the bylaws amendments for the amendments to pass and take effect.



MEMO

Date: October 27, 2021
To: Bylaw Work Group
From: Bonnie Waninger, Executive Director
Subject: 2018 Bylaw Amendment Process

At the Work Group's request, staff researched the review process for the 2018 bylaw amendment. That process included:

- The Bylaw Work Group presented the proposed bylaw amendment to the Executive Committee, and requested feedback on specific items from the Executive Committee.
- The Bylaw Work Group presented revisions to the Executive Committee in response to the Committee's feedback and solicited additional feedback on the entire document.
- The Bylaw Work Group presented final revisions to the Executive Committee. The Committee approved advancement to the Board and approved a transmittal memo from the Committee to the Board.
- The Executive Committee Chair presented the proposed bylaw amendment to the Board. The next month, the Board discussed the proposed amendment and identified issues for additional work.
- The Commission obtained a legal review of the bylaw.
- The Bylaw Work Group reconvened to address Board-identified issues and the legal review.
- The Executive Committee reviewed the revised draft and recommended it be placed on the Board agenda.
- The Board reviewed the revised draft. It subsequently voted to place the proposed bylaw amendment on the next Board agenda for an adoption vote.
- The Board adoption vote occurred.