



## Central Vermont Regional Planning Commission

# Bylaws and Rules of Procedure for the Winooski Basin Water Quality Council

### **ARTICLE I      LEGAL BASIS**

Amendments to Title 10 V.S.A., Chapter 37, Subchapter 5, § 924, more generally known as the Clean Water Service Delivery Act (the Act) and the Clean Water Service Delivery Rule (the Rule).

A “Clean Water Service Provider” or “CWSP” is an entity assigned to a basin by the Secretary of the Agency of Natural Resources pursuant to Subchapter 3 of the Rule for the purpose of achieving pollutant reduction values established by the Secretary for the basin and bearing responsibility for overseeing identification, prioritization, development, design, construction, verification, inspection, and operation and maintenance of clean water projects within the basin.

A “Basin Water Quality Council” or “BWQC” is established by a Clean Water Service Provider pursuant to 10 V.S.A., Chapter 37, Subchapter 5, § 924(g) of the Clean Water Service Delivery Act.

### **ARTICLE II      NAME**

The name of this organization shall be the Winooski Basin Water Quality Council.

### **ARTICLE III      PURPOSE**

The Winooski Basin Water Quality Council:

- 1) establishes policy and makes decisions for the CWSP regarding the most significant water quality impairments that exist in the Winooski Basin;
- 2) prioritizes the clean water projects that will address those impairments based on the Winooski Basin Tactical Basin Plan; and
- 3) participates in the Winooski Basin Tactical Basin Planning process.

### **ARTICLE IV      MEMBERSHIP**

#### **Section 401      Representation**

Representation on the BWQC shall be in accordance with the Act and Rule. Members are appointed by constituent groups to represent diverse views and needs; throughout these Bylaws and Rules of Procedure, a constituent group is hereafter referred to as an “Appointing Entity.”

Additional BWQC membership is allowed with unanimous approval by the BWQC and the Secretary of the Vermont Agency of Natural Resources. Should additional BWQC membership be authorized, the proportionality of representation established by 10 V.S.A. § 924(g)(2) shall be maintained either by membership or weighting of votes.

### **Section 402      Qualifications**

Each BWQC member shall be knowledgeable of clean water topics in the Winooski Basin and shall at all times act in good faith in the discharge of their BWQC member duties.

### **Section 403      Voting**

A quorum shall be required to take a vote. Decisions shall be binding by a vote of the majority of the BWQC members, unless these Bylaws require a greater number of affirmative votes to confirm a decision. Each member shall have one vote on matters before the BWQC.

Proxy voting shall not be permitted.

### **Section 404      Attendance**

BWQC members shall attend all BWQC meetings, unless good cause prevents attendance. Failure to attend one-half or more of the scheduled meetings per year without good cause shall constitute grounds for replacement of the member. The Chair shall notify the appointing entity when any BWQC member fails to attend two consecutive meetings without notice.

### **Section 405      Eligibility for Office**

Any BWQC member shall be eligible to hold any office of the BWQC.

### **Section 406      Alternates**

The BWQC appointing entities within 10 V.S.A. § 924(g) may designate one or more alternate statutory member(s) ("Alternates") who may act in place of or replace their appointed member in the event of absence or disqualification of that appointed member. Alternates shall be established at the first meeting of a BWQC and may be changed with reasonable prior written notice to the BWQC and CWSP.

### **Section 407      Terms of Members**

The terms of regularly appointed members shall be three years. Members terms shall be staggered to allow continuity of the BWQC. It shall be the goal of the BWQC to arrange the terms of the members such that the

members representing the same constituent interests on the BWQC will not have their terms end in the same year.

Terms for new members shall begin on July 1 annually. Terms of Alternates shall run concurrent with the member with which they are paired.

**Section 408 Removal of Members**

Upon written notice of a member to the BWQC and the CWSP, the member may willingly resign from the BWQC.

For good cause, after a recommendation from the BWQC, an Appointing Entity may remove a member that said Appointing Entity appointed to the BWQC. The Appointing Entity may appoint a current alternate to the vacancy or may appoint a new member to the BWQC. In either case, the replacement member will finish the current term of the removed member.

**ARTICLE V ORGANIZATION**

**Section 501 Officers**

The officers of the BWQC shall include a Chair and Vice Chair.

**Section 502 Meeting Convener**

Until such time as the BWQC selects a Chair and Vice Chair, meetings may be convened and presided over by the Executive Director of the CVRPC or the Executive Director's designated appointee.

**Section 503 Committees**

The BWQC may, by majority vote, establish committees to advance its work.

**Section 504 Staff and Administrative Support**

Staff and administrative support to the BWQC shall be provided by the CWSP.

**ARTICLE VI ELECTIONS**

**Section 601 Nominations**

Nominations will be taken from the floor at the Annual Meeting.

**Section 602 Election of Officers**

Officers shall be elected by a majority vote of the BWQC at its Annual Meeting.

**Section 603 Terms of Office**

The terms of office for the Chair and the Vice Chair shall be 1 year beginning at the Annual Meeting. Officers shall hold office until their successors have

been elected and installed. BWQC members may serve as officers for a maximum of three consecutive terms.

**Section 604 Vacancies**

In the event of a vacancy in the office of Chair, the Vice Chair shall become the Chair until such time as the vacancy is filled. All Officer vacancies shall be filled by election at the next regular meeting. A member elected to fill a vacancy shall hold that office until the term of the original appointment expires.

**ARTICLE VII DUTIES**

**Section 701 BWQC Members**

Each BWQC member shall make annual and periodic reports of the activities of the BWQC to the sector they represent.

**Section 702 Chair**

The Chair of the BWQC shall guide the planning and facilitation of BWQC meetings in coordination with the CWSP. The Chair may perform other duties customary to the office. Unless the Chair chooses to abstain or recuse themselves, they shall cast a vote on all issues voted on by the BWQC. Whenever possible, the Chair will pursue decision making by consensus.

**Section 703 Vice Chair**

The Vice Chair shall act as Chair in the absence of the Chair.

**ARTICLE VIII MEETINGS**

**Section 801 Regular Meetings**

The BWQC shall meet at least four times per year. Meetings will be held at a time and place determined jointly by the Chair and CWSP staff. Notification and conduct shall be in accordance with Vermont's Open Meeting Law.

**Section 802 Special Meetings**

Special meetings of the BWQC may be called jointly by the Chair and CWSP staff. Special meetings shall be called if requested in writing by three (3) or more BWQC members.

**Section 803 Annual Meeting**

The Annual Meeting shall be the first regularly scheduled meeting of the CWSP's fiscal year.

**Section 804 Notice of Meetings**

All regular and special meetings of the BWQC shall be warned in accordance with Vermont's Open Meeting Law (1 V.S.A., §§310-314).

### **Section 805 Meeting Minutes**

Minutes of all BWQC meetings shall be the responsibility the CWSP. Minutes shall be made available in accordance with Vermont's Open Meeting (1 V.S.A., §§310-314) and Public Records (1 V.S.A., §§315-320) Laws.

### **Section 806 Quorum**

A quorum shall be attained by the presence of a majority of the BWQC membership.

## **ARTICLE IX RULES OF PROCEDURE**

### **Section 901 Decision-making Process**

The BWQC will operate by an open, consensus-based process whenever possible, with results of discussions reflected in the meeting minutes. When not possible to operate by consensus, the BWQC shall apply the current Robert's Rules of Order Newly Revised, unless inconsistent with the Bylaws and Rules of Procedure of the BWQC or Vermont Statute.

The Chair shall rule on all questions of order or procedure. The Chair shall have the authority to call the question and cease discussion or debate on a matter.

### **Section 902 Meeting Agendas**

Meeting agendas shall be limited to three hours, unless by majority vote, an additional 30 minutes is allowed. Exceptions may be allowed, such as for time-sensitive matters that cannot be delayed. Business shall be conducted in the same order as it appears on the agenda, except that by majority vote, the Chair may alter the order of items to be considered and/or the time allotted.

### **Section 903 Public Comment**

The public will be afforded reasonable opportunity to give its opinion on matters considered by the BWQC so long as order is maintained. Public comment on issues discussed by the BWQC, if not offered during the scheduled open public comment period, may be offered at other times during the meeting, when recognized by the Chair.

### **Section 904 Code of Conduct for BWQC Members**

BWQC members shall abide by the following code of conduct:

- Respect other points of view;
- Be committed to resolving disputes respectfully and professionally;
- Be willing to compromise to achieve consensus;
- Represent the watershed and its health over individual and organizational objectives when making decisions; and
- Seek fair, equitable and timely resolution of any disputes.

Pursuant to Section 408 of these Bylaws, failure of a member to abide by this code of conduct may be cause for removal of the member by their Appointing Entity.

### **Section 905      Communication & Coordination**

- Meetings may take place in-person, virtually or using a hybrid method. On occasion, the physical location may be moved to another location in the Winooski Basin.
- Minutes of all Regular and Special Meetings will be prepared by CWSP staff, distributed to BWQC members and interested parties and made available to the public in accordance with Vermont's Open Meeting (1 V.S.A., §§310-314) and Public Records (1 V.S.A., §§315-320) Laws.

### **Section 906      General Activities**

Regarding water quality impairments in the Basin, the BWQC shall:

- Participate in the basin planning process established in 10 V.S.A. § 1253(d);
- Review Tactical Basin Plan "Implementation Tables" which cross-reference surface water conditions and related implementation plan strategies and priorities; and
- Review the Vermont DEC Surface Water Assessment produced in conformance with Sections 303(d) and 305(b) of the Federal Water Pollution Control Act (also known as the Clean Water Act).

Regarding clean water projects not required by regulation, the BWQC shall:

- Identify and prioritize clean water projects in consultation with the Winooski River Tactical Basin Plan and in accordance with the requirements of 10 V.S.A., Chapter 37, Subchapter 5, of the Rule, and Act 76 Guidance;
- Consider the preliminary scoring and ranking of all proposed clean water projects as drafted by the CWSP based upon project priorities identified under § 39-403(d) and make adjustments to the co-benefits scoring as needed; and
- Vote to advance clean water projects for both development, design and/or implementation to fulfill pollution reduction goals.

## **ARTICLE X      CONFLICT OF INTEREST**

A conflict of interest is defined in the Rule as "an interest, direct or indirect, financial or otherwise, of a person or entity with ... BWQC decision making-role, or such an interest, known to such person, of a member of that person's immediate family or household, or of a business associate, in the outcome of a particular matter pending before the ... BWQC or which is in conflict with the proper discharge of the person's duties under this Rule."

BWQC members who propose a clean water project must disclose any potential conflict of interest and shall recuse themselves from any BWQC decision-making subject to that conflict. Notwithstanding these limitations, a BWQC member who is conflicted because they are a project sponsor may answer questions regarding the project in an open meeting of the BWQC.

Pursuant to Section 408 of these Bylaws, non-disclosure of a known conflict of interest by a member, or continued action by a member in a matter that involves a conflict of interest may be cause for removal of the member by their Appointing Entity.

## **ARTICLE XI      AMENDMENTS**

Upon the authorization of five or more Council members, an amendment to these bylaws shall be presented to the Council. Any proposed amendment to these bylaws shall first be sent to the Council members in preliminary form for consideration and comment for a period of not less than 21 days. Not later than 21 days after this period, the CWSP staff shall submit to the Council a report summarizing the comments received as well as any CWSP recommendations.

Adoption of any amendment(s) shall require the affirmative vote of two-thirds of the ~~Council members present and voting~~ BWQC at a duly constituted Regular Meeting.