



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

**Amended by the Commissioners on April 11, 2023**

**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\(a\)](#), [4348](#), [4350](#) and  
24   [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\(b\)](#), 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 of Commissioners  
18 deems appropriate.

## 19 **ARTICLE 3: MEMBERSHIP AND REPRESENTATION**

### 20 **Section 301: Member Municipalities**

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

### 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. When a Commissioner is unable to participate at any meeting of the Board, the  
13 Alternate shall sit as the Commissioner and exercise all of the authority of the  
14 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, 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.
- 22 Prior to any vote on any matter before the Board a Commissioner may request time and  
23 opportunity to consult with the Commissioner's municipal legislative body. When so  
24 requested, the vote shall be postponed until the next scheduled Board of  
25 Commissioner's meeting unless the Board votes to act on the matter or unless such  
26 postponement results in violation of the Act or other 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 notification to the Chair and/or staff for three sequential  
31 Board meetings, the Chair shall contact that Commissioner to determine whether the  
32 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. It shall be the duty of each Commissioner to regularly report on the activities of  
3 CVRPC to the legislative body and the local planning commission of the municipality of the  
4 Commissioner's appointment.

### 5 **Section 402: Officers**

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

9 B. Duties of officers shall be as follows:

10 1. The Chair shall call meetings of the Board and the Executive Committee and shall  
11 preside at these meetings. The Chair shall prepare, and cause to be distributed,  
12 an agenda for the Executive Committee meetings and a draft agenda for the  
13 Board meetings to be approved by the Executive Committee. Upon approval by,  
14 or in the absence of a quorum of, the Executive Committee, the Chair shall  
15 ensure distribution of the Board agenda. The Chair shall perform such other  
16 duties as are normal or customary to the office, or which may be assigned by the  
17 Board. The Chair shall cast a vote on all issues voted on at a Board or Executive  
18 Committee meeting, unless the Chair wishes to abstain or has recused themself.

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

23 3. The Secretary/Treasurer shall be CVRPC's recording officer and the custodian of  
24 its records, except for those duties that are delegated to CVRPC staff. The  
25 Secretary/Treasurer shall perform all duties customary to that office, including  
26 overseeing all CVRPC financial records and minutes.

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

### 28 **Section 403: Standing Committees**

29 A. General

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

34 2. The Board shall elect Standing Committee members with election results  
35 announced at its annual meeting unless otherwise specified.



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- 1           3.       Each Standing Committee shall have, and be responsible for drafting  
2                   modifications to their, rules of procedure (the “Rules of Procedure”) to be  
3                   approved by the Board. The Rules of Procedure shall specify the committee’s  
4                   purpose, general activities, role, membership, voting procedures, officers,  
5                   elections, attendance and quorums, communication and coordination,  
6                   adherence to CVRPC’s conflict of interest policy, and adoption of organizational  
7                   procedures. The Board may assign additional duties to any committee.
- 8           4.       Standing Committees shall have a Chair and Vice Chair, which shall be elected by  
9                   the committee.
- 10          5.       The advice, input, opinions, and decisions provided to outside parties by any  
11                   committee may be reviewed, confirmed or reversed by the Board.
- 12          6.       Standing Committees may establish subcommittees and workgroups as needed  
13                   to accomplish committee business. Subcommittees and workgroups must  
14                   adhere to the same requirements as the Special Committee.
- 15          7.       Unless otherwise specified in the Rules of Procedure, all Standing Committee  
16                   members are eligible to vote on committee business.
- 17          8.       All Standing Committees shall maintain meeting minutes. Standing Committees  
18                   shall report to the Board as it directs. The Board shall “accept” committee  
19                   reports to signify it has received the report

### 20    B.       Executive Committee

- 21          1.       The executive committee (the “Executive Committee”) shall consist of seven  
22                   Commissioners (in accordance with 24 V.S.A. Section [4343\(b\)](#)), which are the  
23                   three (3) officers of the Board and four (4) at-large members. Duly-appointed  
24                   Commissioners who have an attendance record that shows dedication to CVRPC,  
25                   served on the Board for at least one year, and participated on one or more  
26                   committees during their term are eligible for Executive Committee membership.
- 27          2.       The purpose of the Executive Committee is to support the Board by facilitating  
28                   the general operation of CVRPC as directed by the Board and to act on behalf of  
29                   the Board in the absence of a Board quorum when time precludes the delay of  
30                   decision or action.
- 31          3.       The duties of the Executive Committee shall be to:
  - 32                  a.       Oversee and approve an annual work plan and budget for CVRPC,  
33                           including budget adjustments.
  - 34                  b.       Recommend municipal dues.
  - 35                  c.       Oversee and approve an organizational plan for CVRPC.

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- 1 d. Authorize and accept grants, agreements and contracts with outside  
2 organizations and agencies.
- 3 e. Review and accept the annual audit.
- 4 f. Approve the addition and elimination of staff positions as recommended  
5 by the executive director. Adopt job descriptions and wage ranges for  
6 staff positions.
- 7 g. Adopt and oversee personnel, financial, procurement, operational and  
8 administrative policies and procedures.
- 9 h. Monitor emerging issues affecting CVRPC and inform the Board as  
10 appropriate.
- 11 i. Approve agendas for Board meetings.
- 12 j. Recommend to the Board or, if timing requires, take appropriate action  
13 on policy issues, including legislative issues, state or federal plans and  
14 policy, regional planning commission allocation formulas or other issues  
15 affecting the Central Vermont Region and its municipalities.
- 16 k. Nominate candidates for the Nominating Committee, taking  
17 demonstrated commitment to CVRPC into account.
- 18 l. Review committee Rules of Procedure drafted by committees. Draft  
19 Rules of Procedure for new committees. Recommend revised or new  
20 Rules to the Board.
- 21 m. Carry out other actions as directed by the Board.

### 22 C. Nominating Committee

- 23 1. The nominating committee (the "Nominating Committee") shall consist of three  
24 (3) Board members, one of whom may be an Alternate Commissioner.  
25 Nominees shall be submitted at the January Board meeting, and additional  
26 nominations may be made from the floor. The Board shall elect the Nominating  
27 Committee annually at its January meeting.
- 28 2. The purpose of the Nominating Committee is to support the Board by seeking  
29 and nominating qualified candidates for positions and committees as directed by  
30 the Board.
- 31 3. The duties of the Nominating Committee shall be:
  - 32 a. Recommend to the Board a slate of candidates for the Board positions of  
33 Chair, Vice Chair, and Secretary/Treasurer and at-large members of the  
34 Executive Committee.

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- 1           b.       Recommend to the Board candidates for Standing and Special  
2                       Committees.
- 3           c.       Recommend CVRPC representatives appointed by the Board to other  
4                       organizations and for other positions when directed by the Board.
- 5   D.    Regional Plan Committee
- 6           1.       The regional plan committee shall consist of five (5) Board members, two (2) of  
7                       whom may be Alternate Commissioners. (the “Regional Plan Committee”).
- 8           2.       The purpose of the Regional Plan Committee is to support the Board by making  
9                       recommendations to the Board regarding CVRPC’s duties as specified within 24  
10                      V.S.A. Section [4345a](#)(5), preparation of a regional plan and amendments, and  
11                      implementation of the regional plan.
- 12          3.       The duties of the Regional Plan Committee shall be to:
- 13                   a.       Oversee development and maintenance of the Regional Plan, pursuant to  
14                      24 V.S.A. Section [4347](#) and the requirements and allowances in 24 V.S.A.  
15                      Section [4348\(b\)](#), and make recommendations for approval by the Board.
- 16                   b.       Provide advice and recommendations on plans, policies, programs,  
17                      budgets, and issues related to Plan implementation.
- 18                   c.       Oversee other tasks related to the Regional Plan as assigned by the Board  
19                      or required or permitted by the Act.
- 20   E.    Project Review Committee
- 21          1.       The project review committee (the “Project Review Committee: shall consist of  
22                      five (5) members plus one (1) alternate committee member, each of whom shall  
23                      be a Commissioner or an Alternate Commissioner. Two (2) of the committee  
24                      members may be Alternate Commissioners.
- 25          2.       The purpose of the Project Review Committee is to support the Board by  
26                      fulfilling the CVRPC’s statutory role as specified within 24 V.S.A. Section  
27                      [4345a](#)(13) and (14) and to aid other parties to make conformance  
28                      determinations when directed by the Board. These items are commonly  
29                      referred to Act 250 ([10 V.S.A. Chapter 151](#)) and Section 248 ([30 V.S.A. Chapter](#)  
30                      [5](#)).
- 31          3.       The duties of the Project Review Committee shall be to:
- 32                   a.       Evaluate Act 250 and Section 248 development projects relative to  
33                      conformance with the Regional Plan.
- 34                   b.       Evaluate Federal Energy Regulatory Commission (FERC) license  
35                      applications and renewals relative to conformance with the Regional Plan

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- 1 c. Offer advice, input, and opinions to applicants, the District Environmental  
2 Commission, the Vermont Public Utility Commission, and other  
3 organizations and individuals as appropriate, consistent with plans,  
4 policies, positions or resolutions adopted by the Board.
- 5 d. Provide recommendations to the Regional Plan Committee on  
6 amendments or changes to Substantial Regional Impact criteria.
- 7 e. Provide the Board copies of all written decisions and recommendations  
8 regarding Act 250 and Section 248 projects.

### 9 F. Municipal Plan Review Committee

- 10 1. The municipal plan review committee (the “Municipal Plan Review Committee”)  
11 shall consist of five (5) Board members, two (2) of whom may be Alternate  
12 Commissioners.
- 13 2. The purpose of the Municipal Plan Review Committee shall be to support the  
14 Board by making recommendations to the Board regarding the Commission’s  
15 duties as specified within 24 V.S.A. Sections [4350](#), 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.
- 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 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 representatives of member municipalities. Each

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1 member municipality of CVRPC is eligible to appoint one voting member and one  
2 alternate to the Transportation Advisory Committee. Municipal participation is  
3 discretionary and determined by appointment by the municipality's legislative  
4 body.

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

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

15 4. The purpose of the Transportation Advisory Committee is to support the Board  
16 by ensuring local consultation and broad citizen participation in CVRPC and State  
17 of Vermont transportation planning programs.

18 5. The duties of the Transportation Advisory Committee shall be to:

19 a. Oversee the CVRPC transportation planning program in accordance with  
20 CVRPC plans, policies and procedures, including assisting with the  
21 development of CVRPC's annual transportation work program and  
22 budget.

23 b. Develop and update a regional transportation element as part of the  
24 Regional Plan.

25 c. Provide recommendations on funding and prioritization for the Vermont  
26 Agency of Transportation's Capital Budget and State Transportation  
27 Improvement Program.

28 d. Act as a liaison between local communities and the Vermont Agency of  
29 Transportation.

30 e. Provide local and regional input to the Board and the Vermont Agency of  
31 Transportation regarding transportation issues important to the region.

### 32 **Section 404: Special Committees**

33 A. The Board may create special committees ("Special Committees") as needed to address  
34 specific tasks or to oversee or advise CVRPC projects or programs.

35 B. Special Committees may include Commissioners, Alternates, topic experts, interest  
36 group representatives, or other public representatives as appropriate to accomplish the

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- 1 purpose of the Special Committee. The Board shall appoint Commissioners or  
2 Alternates to serve as members of Special Committees. Special Committee members  
3 who are not Commissioners or Alternates shall be appointed as specified in the Special  
4 Committee’s Rules of Procedure as outlined below in Section 404.E.
- 5 C. Special Committees shall be advisory to the Board. Special Committees may offer  
6 advice, input, and opinions to agencies, other organizations and individuals as  
7 appropriate, provided that they are compatible with plans, policies, positions or  
8 resolutions adopted by the Board.
- 9 D. The advice, input, and opinions provided to outside parties by any committee may be  
10 reviewed, confirmed or reversed by the Board.
- 11 E. Each Special Committee shall have Rules of Procedure approved by the Board. The  
12 Rules of Procedure shall specify the committee’s purpose, general activities, role,  
13 membership, voting procedures, officers and elections, attendance and quorums,  
14 communication and coordination, adherence to CVRPC’s conflict of interest policy and  
15 other required policies, and adoption of organizational procedures.
- 16 F. Special Committees may establish subcommittees and workgroups as needed to  
17 accomplish committee business. Subcommittees and workgroups must adhere to the  
18 same requirements as the Special Committee.
- 19 G. Unless otherwise specified in the Rules of Procedure, all committee members are  
20 eligible to vote on committee business.
- 21 H. Special Committees shall follow Vermont Open Meeting and Public Records Law and  
22 report to the Board as it directs.

### 23 **Section 405: Appointed Representatives**

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

### 27 **Section 406: Staff**

- 28 A. CVRPC staff shall consist of an executive director (the “Executive Director”) and any  
29 other administrative or technical staff as approved by the Executive Committee.
- 30 B. The Executive Director and staff shall implement the work plan approved by the  
31 Executive Committee and undertake other duties assigned by the Board or Executive  
32 Committee.
- 33 C. All personnel matters shall be managed in accordance with the adopted Personnel  
34 Policies. Job descriptions for all staff shall be kept on file.
- 35 D. No person seeking employment or having business with CVRPC shall be discriminated  
36 against for reasons of race, color, national origin, ancestry, place of birth, religion,

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1 gender identity, sexual orientation, pregnancy, age, marital status, military/veteran  
2 status, genetic information, physical or mental disability, HIV status or any other  
3 characteristic protected by state or federal law.

### 4 **ARTICLE 5: NOMINATIONS, ELECTIONS, APPOINTMENTS AND TERMS**

#### 5 **Section 501: Nominations**

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

7 B. The Nominating Committee shall present an initial slate of Board Officers and at-large  
8 Executive Committee members at the Board's April regular meeting, with a final draft  
9 slate of candidates presented at the May regular meeting. Additional candidates may  
10 be nominated from the floor at the May regular meeting provided the candidate is  
11 present to accept the nomination, or has provided the Chair written acceptance if  
12 nominated, at which time nominations will be closed, and those nominations added to  
13 the slate.

14 C. The Nominating Committee shall present a slate of other Standing and Special  
15 Committee members and appointed representatives to other organizations, at the  
16 Board's May regular meeting. Additional candidates may be nominated from the floor  
17 at the May regular meeting, at which time nominations will be closed, and those  
18 nominations added to the slate.

#### 19 **Section 502: Elections**

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

#### 26 **Section 503: Terms of Office**

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

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

32 C. Terms of office for appointments to other bodies shall reflect the term of the other  
33 body. If the other body does not designate a term, the term shall be one year, from July  
34 1 (or the date of appointment) to June 30.

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

## Articles of Constitution and Bylaws of CVRPC

### 1 **Section 504: Vacancies**

- 2 A. In the event that any Officer, Executive Committee or Nominating Committee position is  
3 vacated, such vacancy shall be filled by nominations from the floor at the next regular  
4 Board meeting. Members so elected shall hold office only for the balance of the current  
5 year or until their successors are elected and installed.
- 6 B. B. In the event of the death, resignation or inability to act as a Commissioner,  
7 member of all other committees, or appointee, a successor shall be elected or  
8 appointed using the same process as provided in the case of the original election or  
9 appointment.

### 10 **Section 505: Removal from Office**

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

## 18 **ARTICLE 6: MEETINGS**

### 19 **Section 601: Open Meeting Law**

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

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

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

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

### 34 **Section 603: Annual Meeting**

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



## Articles of Constitution and Bylaws of CVRPC

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

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

### 4 **Section 605: Committee Meetings**

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

### 6 **Section 606: Notice of Meetings**

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

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

### 14 **Section 607: Quorum**

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

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

### 22 **Article 608: Parliamentary Authority**

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

### 26 **Section 609: Minutes and Public Records**

27 Minutes of all meetings of the Board and all committees established by the Board shall be kept  
28 and copies shall be available to all Commissioners, member municipalities, and the general  
29 public in accordance with the Vermont Public Records Act (codified at 1. V.S.A. Sections 315-  
30 320).

## 31 **ARTICLE 7: FUNDING**

### 32 **Section 701: Fiscal and Operational Year**

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

### 34 **Section 702: Membership Assessment**

## Articles of Constitution and Bylaws of CVRPC

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

### 5 **Section 703: Grants, Contracts and Contributions**

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

### 9 **Section 704: Borrowing Authority**

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

### 14 **Section 705: Signatory**

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

## 27 **ARTICLE 8: MUNICIPAL SERVICE AGREEMENTS**

### 28 **Section 801: Participation**

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

### 33 **Section 802: Content of Agreement**

- 34 A. A municipal service agreement shall describe the services to be provided and the  
35 amount of funds payable by, and/or a formula for allocating costs to, each municipality

## Articles of Constitution and Bylaws of CVRPC

1 that is a party to the service agreement. Service of personnel, use of equipment and  
2 office space, and other necessary services may be accepted from municipalities as part  
3 of their financial support and shall be clearly documented in the annual budget for the  
4 service approved by the parties to the agreement. A municipal service agreement shall  
5 include details regarding liability and enforcement.

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

10 C. When deemed appropriate by the participating municipalities and CVRPC, municipal  
11 service agreements may include a governance committee made up of representatives of  
12 the participating municipalities and CVRPC. If a governance committee is formed, the  
13 municipal service agreement shall include appropriate details regarding the  
14 responsibilities, voting rights and financial obligations of each member.

15 D. Any modification to a service agreement shall become effective only when approved by  
16 all parties to the service agreement, including CVRPC's Executive Committee and the  
17 legislative bodies of all involved municipalities. Such modifications shall be in writing,  
18 with a copy provided to all parties to the agreement.

### 19 **Section 803: Termination of Agreement**

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

31 B. The withdrawal provision of a municipal agreement with one municipality shall provide  
32 for at least 30 days notice unless otherwise provided in the agreement.

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

### 36 **Section 804: Other Contracted Services**

## Articles of Constitution and Bylaws of CVRPC

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

### 4 **ARTICLE 9: FISCAL PROVISIONS**

5

#### 6 **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.

#### 9 **Section 903: Code of Conduct and Conflict of Interest**

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

#### 14 **Section 904: Work Plan and Budget**

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

#### 18 **Section 905: Annual Report**

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

#### 21 **Section 906: Audit**

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

### 24 **ARTICLE 10: SUPPLEMENTARY PROVISIONS**

#### 25 **Section 1001: Electronic Records and Signatures**

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

#### 29 **Section 1002: Dissolution**

30 CVRPC shall be dissolved or terminated:

- 31 A. Upon the affirmative and unanimous vote of the Board at an annual meeting, provided  
32 notice of the proposal of dissolution shall have been given in writing to each

## Articles of Constitution and Bylaws of CVRPC

- 1 Commissioner and Alternate and municipal legislative bodies at least thirty days prior to  
2 such meeting; or
- 3 B. When the number of participating municipalities represented by Commissioners shall be  
4 less than five.

### 5 **Section 1003: Amendments to Bylaws**

- 6 A. A proposed amendment shall be submitted in writing to the Executive Director.
- 7 B. The proposed amendment shall be placed on the Executive Committee agenda for its  
8 review prior to being placed on the Board agenda. Following review by the Executive  
9 Committee, the proposed amendment, along with any recommendations of the  
10 Executive Committee, shall be placed on the agenda of the next regularly scheduled  
11 meeting of the Board.
- 12 C. The draft proposed amendment shall be discussed at the next regular meeting of the  
13 Board and may be amended at that meeting. An affirmative vote of the Board is  
14 required to advance the agreed upon final proposed amendment. That vote must direct  
15 that the final proposed amendment be placed on the agenda of the subsequent regular  
16 meeting for a final vote.
- 17 D. After the affirmative vote described in 1003C, the proposed amendment shall be placed  
18 on the agenda for a final vote at the subsequent regular meeting of the Board. No  
19 amendment to the proposed amendment shall be allowed at the Board meeting during  
20 which the final vote is taken.
- 21 E. The proposed amendment shall become effective upon the affirmative vote of 60% of  
22 the Board. If a 60% affirmative vote is not attained, the proposed amendment fails.

### 23 **Section 1004: Severability**

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

26

## Articles of Constitution and Bylaws of CVRPC

- 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 September 13, 2022
- 12 Amended April 11, 2023