

# **NORTHWEST REGIONAL PLANNING COMMISSION BYLAWS**

## **ARTICLE I           LEGAL BASIS**

Title 24 V.S.A., Chapter 117, the Vermont Municipal and Regional Planning and Development Act, hereinafter called the Act.

## **ARTICLE II           NAME**

The name of this regional planning commission shall be the Northwest Regional Planning Commission, hereinafter referred to as the NRPC or the Commission.

## **ARTICLE III          PURPOSE**

To accomplish the duties of a regional planning commission as detailed in the Act.

## **ARTICLE IV          REPRESENTATION BY MUNICIPALITIES**

### **Section 401          Appointments**

Representation on the NRPC shall be by Commissioners. The legislative body of each municipality comprising the Northwest Region may appoint 2 Commissioners. Commissioners shall serve until NRPC is notified by the legislative body that the appointment has ended. Appointments to the NRPC should be confirmed, in writing, by municipalities before April 15th of each year.

Up to two youth members, one from each county in the region, may be appointed by majority vote of Commissioners at the annual meeting. Youth members shall be recommended by a supervisory union or Commissioner, nominated by the nominating committee and be appointed for a term of up to two years.

### **Section 402          Voting**

At meetings of the NRPC, each Commissioner shall have one vote except in cases where they are appointed by more than one municipality, in which case they shall have one vote per appointing municipality.

Each youth member shall have one vote, except that youth members shall not vote on the election of officers and adoption or amendment to the regional plan.

### **Section 403          Attendance**

The Chair shall notify the appropriate legislative body when any municipality fails to be represented at three consecutive meetings without notice.

**Section 404            Eligibility for Office**

Commissioners shall be eligible to hold any office of the NRPC subject to the conditions of Article VII.

**ARTICLE V            APPROPRIATIONS AND CONTRIBUTIONS**

**Section 501            Funding**

Member municipalities appropriate funds to the NRPC as provided in the Act. The NRPC may also receive funds from other sources.

**Section 502            Assessment Apportionment**

Member municipalities' share of expenses of the NRPC shall be in a ratio similar to the proportion of a municipality's population of the region, as determined by the most recent U.S. Census. Municipal membership assessments shall be fixed by the majority of Commissioners present and voting at a duly constituted meeting to be held on or before December 1st of each year.

**ARTICLE VI            ORGANIZATION**

**Section 601            Board of Commissioners**

The Board of Commissioners, hereinafter called the Board, shall consist of the Commissioners.

**Section 602            Officers**

The officers of the Board shall include a Chair, Vice Chair, Secretary and Treasurer. A Commissioner may serve as both Secretary and Treasurer.

**Section 603            Executive Committee**

The Executive Committee shall consist of the officers, the standing committee Chairs, the immediate past Chair, and a member at large to be elected annually at the annual meeting.

**Section 604            Standing Committees**

There shall be 4 standing committees: Finance/Operations Committee, Personnel Committee, Project Review Committee, and Regional Plan and Policy Committee. Each committee shall consist of no less than 5 Commissioners, including the committee Chair. At the first committee meeting of each fiscal year standing committees shall elect a Vice-Chair.

## **Section 605           Special Committees and Appointments**

The Board may appoint, empower, dissolve or remove special committees, task forces, or representatives to/from other boards for purposes of addressing specific problems or fostering cooperative efforts. A time limit for the functioning of a task force or other board appointment may be set by the Board at the time of appointment.

## **Section 606           Staff**

The staff of the NRPC shall include an Executive Director and other necessary administrative and technical staff as shall be authorized by the Board. Personnel management shall be in accordance with the NRPC's duly adopted personnel policy.

## **ARTICLE VII ELECTIONS**

### **Section 701           Nominations**

In March of each year, the Chair shall appoint a nominating committee made up of five Commissioners. The Nominating Committee will prepare a slate of nominations for all officers, standing committee chairs, and the at-large member of the Executive Committee. This slate of nominations will be presented at the annual meeting. Additional nominations will be taken from the floor for all officers, standing committee chairs and the at-large member to the Executive Committee at the annual meeting.

The Nominating Committee may also nominate up to two youth members, one representing each county in the region.

### **Section 702           Election of Officers, Standing Committee Chairs and Other Representatives**

The officers and standing committee chairs of the NRPC, and the at-large member to the Executive Committee shall be elected by the written ballots of the Commissioners present and voting at the annual meeting.

Where only one candidate has been nominated for an office, upon motion without objection, the Secretary may be directed to cast one vote for the nominee which shall determine the election. Where only one candidate has been nominated for each office under consideration, upon motion without objection, the Secretary may be directed to cast one vote for the slate which shall determine the election.

### **Section 703           Terms of Office**

The terms of office for the Chair, the Vice Chair, the Secretary, the Treasurer, the standing committee chairs and the at-large member of the Executive Committee shall be 1 year beginning immediately after the meeting at which they are elected. Officers shall hold office until their successors have been elected and installed.

Commissioners may serve in the position of Treasurer for a maximum of six consecutive terms. Commissioners may serve as other officers, standing committee chairs or the at-large member of the Executive Committee for a maximum of three consecutive terms.

**Section 704            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 vacancies shall be filled by election at the next regular meeting. Persons so elected shall hold office until the next annual election or until their successors are elected and installed.

**ARTICLE VIII        DUTIES**

**Section 801        Commissioners**

It shall be the duty of each Commissioner to make annual and periodic reports of the activities of the NRPC to the legislative body by which the Commissioner was appointed.

**Section 802        Chair**

The Chair of the Board shall call meetings of the Board and the Executive Committee, shall preside at these meetings and, except as otherwise provided, create and discharge special committees and serve as a non-voting ex-officio member to all committees, and shall perform such other duties as customary to the office. The Chair shall cast a vote on all issues voted on at a full Board and/or Executive Committee meeting, unless the Chair wishes to abstain.

The Chair shall appoint members of standing committees subject to confirmation by the Board at the first meeting after the annual meeting.

The Chair shall prepare and cause to be distributed to members, an agenda for all Board and Executive Committee meetings.

**Section 803        Vice Chair**

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

**Section 804        Treasurer**

The Treasurer shall perform such duties as are assigned by these bylaws, put into effect the directives of the Board, be the chair of the Finance/Operations Committee, and oversee the acceptance and expenditure of funds.

**Section 805            Secretary**

The Secretary is the recording officer of the assembly and the custodian of its records, except as those duties are delegated to Commission staff. The Secretary may also advise the Chair on parliamentary issues.

**Section 806            Executive Committee**

The purpose of the Executive Committee shall be to facilitate management of the NRPC between regular meetings of the Board, and to oversee personnel matters in conjunction with the Personnel Committee as described in the Commission's Personnel Policies. In the absence of full Board representation, the Executive Committee may make such decisions as are required to maintain continuous operation of the NRPC. Such authority shall only be granted to the Executive Committee in matters which cannot be deferred until the next regular Board meeting. All such decisions shall be reported for ratification to the Board at the next regular meeting.

**Section 807            Committee Chairs**

Committee Chairs shall call meetings of their committees as needed and report recommendations and actions to the Board.

**Section 808            Finance/Operations Committee**

This committee shall develop, review and recommend changes to the NRPC's municipal assessment policy, and recommend an annual budget and municipal assessment rate, for Board consideration. It shall advise the Board on major equipment purchases, leases, contracts, etc. This committee may also have other duties as assigned by the Board.

**Section 809            Personnel Committee**

This committee shall develop, administer, review and recommend changes to the NRPC's personnel policy. This committee will also participate in hiring of new employees and employee evaluations in accordance with the Commission's Personnel Policies. This committee may also have other duties as assigned by the Board.

**Section 810            Project Review Committee**

This committee shall develop, review and recommend changes to the NRPC's project review policy. This committee will also implement the project review policy by reviewing Act 250, PSB Section 248 and other regional, state or federal permit applications and make recommendations to the Board of Commissioners. This committee may also have other duties as assigned by the Board.

**Section 811            Regional Plan and Policy Committee**

This committee shall develop, review and recommend changes to the Northwest Regional Plan. This committee shall also review plans, policies and programs of interest to the

region and make recommendations to the Board of Commissioners in that regard. This committee may also have other duties as assigned by the Board.

**Section 812            Executive Director**

The Executive Director takes direction from, and is responsible to the Board and its Executive Committee. It is the responsibility of the Executive Director to assist in the development, administration and implementation of policies and programs adopted by the Board, and such other tasks as provided for in the job description.

**ARTICLE IX            MEETINGS**

**Section 901            NRPC Board Meetings**

The Board shall meet on the last Wednesday of each month. Meetings will be held at a time and place to be determined by the Chair. Changes from this procedure may be made when necessary by the Chair. Notification and conduct shall be in accordance with Vermont Open Meeting Law.

**Section 902            Special Board Meetings**

Special meetings of the Board may be called by the Chair. Special meetings shall be called if requested in writing by 5 or more Commissioners.

**Section 903            Annual Meeting**

The annual meeting shall be the regularly scheduled meeting in the month of June.

**Section 904            Notice of Meetings**

Notice of all regular and special meetings of the Board shall be distributed with an agenda by the Chair or Executive Director to all Commissioners and local media.

**Section 905            Minutes of Meetings**

Minutes of all meetings of the Board and of the Executive Committee shall be the responsibility of the Secretary or his/her designee.

Minutes shall be available in accordance with Vermont Open Meeting Law and provided to all Commissioners.

**Section 906            Quorum**

A quorum of the Board shall consist of one Commissioner from a simple majority of the member municipalities.

## **ARTICLE X                    MUNICIPAL SERVICES AGREEMENTS**

Participation by a municipality in a municipal service agreement with the NRPC shall be voluntary and only valid upon action by the Board of Commissioners and of each of the legislative bodies of the municipalities who are proposed parties to the service agreement. The agreement may include other parties as may be relevant to a particular service. Any modification to a service agreement shall not become effective unless approved by all parties to the service agreement, including the legislative bodies of all involved municipalities. Such modifications shall be in writing, with a copy provided to all parties to the agreement.

### **Section 1001                    Content of Agreement**

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

When deemed appropriate by the participating municipalities and the NRPC, a service agreement may include a governance committee made up of representatives of the participating municipalities and NRPC. If a governance committee is formed, the service agreement shall include appropriate details regarding the responsibilities, voting rights and financial obligations of each member.

### **Section 1002                    Termination of Agreement**

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

- i. The withdrawal provision of a municipal agreement with one municipality shall provide for at least 30 days' notice unless otherwise provided in the agreement.
- ii. The withdrawal provision of a municipal agreement with multiple municipalities shall provide for at least six months' notice prior to the beginning of a fiscal year unless otherwise provided in the agreement.

## **Section 1003**

## **Other Contracted Services**

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

## **ARTICLE XI AMENDMENTS**

Upon the authorization of the Executive Committee, or upon petition by 10 or more Commissioners, an amendment to these bylaws shall be presented to the Board. Any proposed amendment to these bylaws shall first be sent to the Commissioners 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 Executive Committee shall submit to the Commission a report summarizing the comments received and the recommendations of the Executive Committee.

Adoption of any amendment(s) shall require the affirmative vote of two-thirds of the Commissioners present and voting at a duly constituted regular meeting.

## **ARTICLE XII RULES OF ORDER**

The NRPC shall apply the current Roberts Rules of Order Newly Revised, and so be governed by them in all cases to which they are applicable, and in which they are not inconsistent with the bylaws and rules of order of the NRPC or Vermont Statute.

## **ARTICLE XIII CONFLICT OF INTEREST**

In the event any Commissioner, officer or employee has a real or apparent personal or financial interest with any individual, partnership, firm or corporation seeking to contract with the NRPC, or to provide materials or labor thereto, or has a personal or financial interest in a project, or a project before Act 250 or other regulatory board where the NRPC is a party, such person shall state on the record the nature of the interest, refrain from exercising undue influence with respect to such contract or project, and shall not vote on related motions.

Commissioners, officers, employees or agents of NRPC shall follow the NRPC Code of Conduct and Conflict of Interest Policy, as adopted and amended by the Board,

In the event a Commissioner is uncertain whether he or she has a conflict of interest in or is challenged in any matter, the Board shall state, for the record, its position as determined by roll call vote.

## **ARTICLE XIV REMOVAL**

Any incumbent in any elected position of the NRPC may be removed from office, for cause, after a hearing affording due process held at any duly constituted regular or

special meeting, called for that purpose, by a two-thirds vote of the Commissioners present and voting by written ballot. The results of the ballot shall be ascertained and announced at such meeting.

## **ARTICLE XV FISCAL**

### **Section 1401 Fiscal Year**

The fiscal year for the NRPC shall be from July 1st through June 30th.

### **Section 1402 Bonding**

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

## Amendment History

June 26, 1996:

- V. 501, 502.** Section headings added. "The NRPC may also receive funds from other sources," added to 501 and deleted from 502 for consistency.
- VI. 603.** Changed Executive Committee membership to include "representative to most prominent statewide planning organization" (e.g., VT Association of Planning & Development Agencies, Council of Regional Commissions, etc.) as determined by annual vote, in lieu of representative to Council of Regional Commissions, as non-voting member. Clarified that representative to statewide planning organization is a Commissioner.
- VI. 604.** Added word "Committee" following named standing committees for clarification.
- VI. 605.** Amended wording for clarification; no substantive change.
- VI. 606.** Changed "Staffing" to "Personnel management" for clarification.
- VII. 703.** Deleted "affirmative" preceding "written ballots."
- VII. 704.** Changed term of office for standing committee chairs from 2 to 1 year. Eliminated 2 year term limit for positions of Chairperson and Vice Chairperson.
- VII. 705.** Changed succession of Vice Chair to Chair in the event of a vacancy to election at next regular meeting, rather than annual meeting.
- IX. 905.** Clarified that the Secretary (Secretary/Treasurer) is responsible for Board and Executive Committee meeting minutes with regard to timely release and availability, regardless of who takes or prepares them.

January 28, 1998

- XI. 906** A quorum of the Board shall consist of a simple majority of the Commissioners appointed and confirmed, except as otherwise required by the Act or other specific articles of these bylaws. Amended to read " a quorum of the board shall consist of one Commissioner from a simple majority of member municipalities.

September 24, 2008

Term Limits for Officers added, youth members added

May 30, 2018:

- The ad hoc Regional Plan Committee becomes a new Standing Committee: Regional Plan and Policy Committee, Project and Policy Review Committee becomes Project Review Committee
- Add a six-year term limit for Treasurer
- Remove Pronouns
- Link Conflict of Interest Section to NRPC's Code of Conduct Policy
- Update language for consistency with VT Open Meeting Law

April 24, 2019

Added Intermunicipal Service Agreements, new Article X; renumbered remaining articles.

## Commission Bylaw History:

Bylaws first adopted: May 17, 1966  
Amended: December 10, 1969, February 21, 1971, April 14, 1971, October 13, 1971,  
Repealed: June 1973  
Adopted as Revised: June 1973,  
Amended: May 9, 1979, March 14, 1984, May 24, 1989, September 21, 1989, May 27, 1992  
Repealed: May 31, 1995 (effective July 26, 1995)  
Adopted as Revised: May 31, 1995 (effective July 26, 1995)  
Amended: June 26, 1996, January 28, 1998, September 24, 2003, September 24, 2008- term limits adopted, May 30, 2018, April 24, 2019-

April 24, 2019

