



# **BYLAWS**

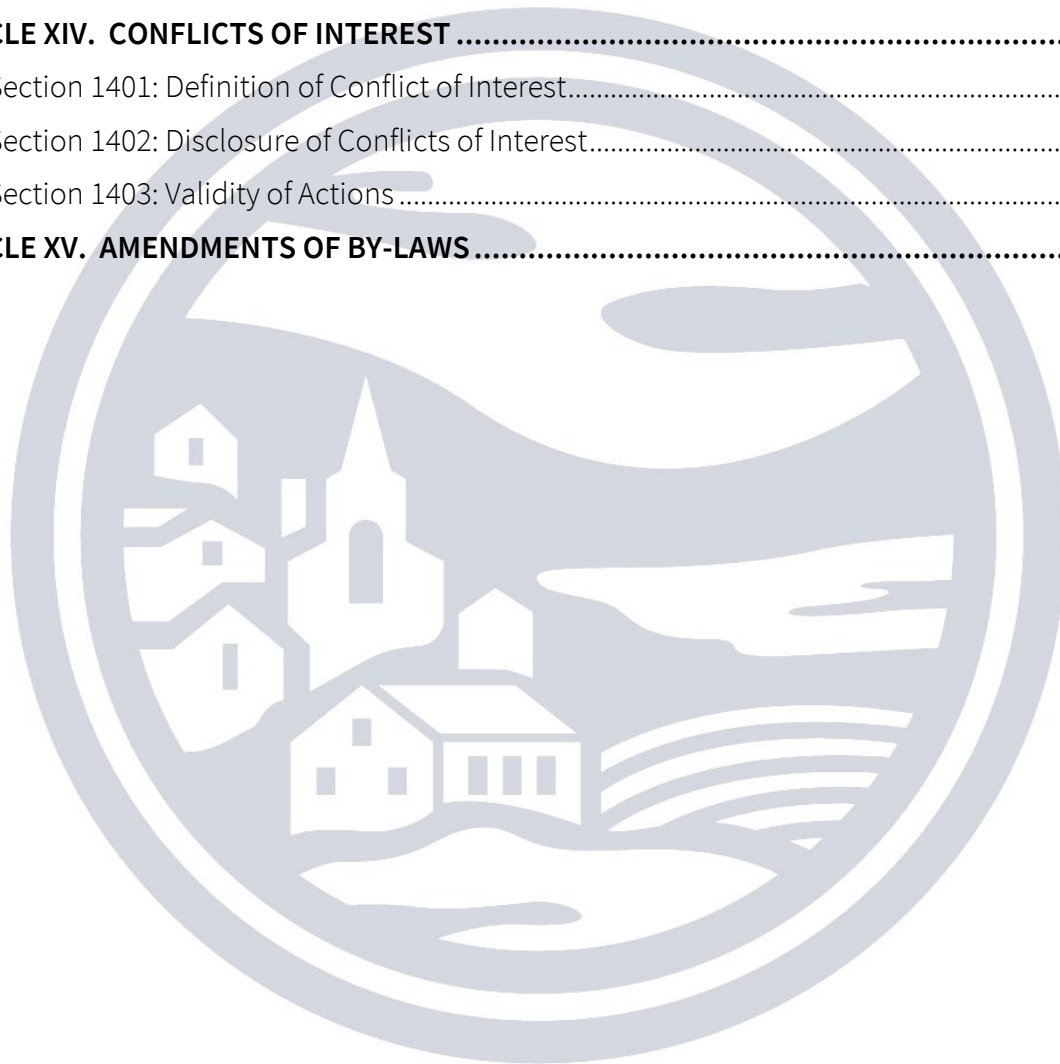
**RUTLAND REGIONAL PLANNING COMMISSION**

**EFFECTIVE: June 20, 2023**

# TABLE OF CONTENTS

<b>ARTICLE I. LEGAL BASIS.....</b>	<b>1</b>
<b>ARTICLE II. NAME AND AREA .....</b>	<b>1</b>
<b>ARTICLE III. PURPOSES .....</b>	<b>1</b>
<b>ARTICLE IV. MEMBERSHIP .....</b>	<b>1</b>
<b>ARTICLE V. APPOINTMENT OF COMMISSIONERS .....</b>	<b>1</b>
Section 501: Regular and Alternate Commissioners.....	1
Section 502: Area-wide Citizen Interests .....	2
Section 503: Ex-Officio Member .....	2
<b>ARTICLE VI. VOTING .....</b>	<b>2</b>
Section 601: Municipal Votes.....	2
Section 602: Area-wide Citizen Interest Votes .....	3
Section 604: Ex-Officio Votes .....	3
<b>ARTICLE VII. MUNICIPAL APPROPRIATIONS TO THE COMMISSION .....</b>	<b>3</b>
<b>ARTICLE VIII. OFFICERS AND OTHER ELECTED OFFICIALS .....</b>	<b>3</b>
Section 801: Officers .....	3
Section 802: Proposed Nomination .....	3
Section 803: Nominations and Election .....	3
Section 804: Terms of Office .....	4
Section 805: Duties .....	4
<b>ARTICLE IX. STAFF.....</b>	<b>4</b>
Section 901: Composition .....	4
<b>ARTICLE X. Equal Employment Opportunity Policy .....</b>	<b>4</b>
<b>ARTICLE XI. MEETINGS .....</b>	<b>5</b>
Section 1101: Frequency of Meetings .....	5
Section 1102: Additional Meetings .....	5
Section 1103: Notice.....	5
Section 1104: Minutes .....	5
Section 1105: Quorum .....	5
Section 1106: Action .....	6
Section 1107: Procedure.....	6
<b>ARTICLE XII. COMMITTEES.....</b>	<b>6</b>

Section 1201: Composition.....	6
Section 1202: Membership.....	6
Section 1203: Committee Chairs.....	7
Section 1204: Meetings.....	7
Section 1205: Powers and Duties.....	7
<b>ARTICLE XIII. MUNICIPAL SERVICE AGREEMENTS.....</b>	<b>8</b>
<b>ARTICLE XIV. CONFLICTS OF INTEREST .....</b>	<b>10</b>
Section 1401: Definition of Conflict of Interest.....	10
Section 1402: Disclosure of Conflicts of Interest.....	10
Section 1403: Validity of Actions .....	11
<b>ARTICLE XV. AMENDMENTS OF BY-LAWS .....</b>	<b>11</b>



Pertinent to the administration of any organization are its by-laws. Since a regional planning and development commission is a legally constituted body having important powers and duties, such formal rules of procedure are necessary in order that a concise record of the Commission's actions will be maintained, and that the procedural rights of persons and individuals will be clearly established when doing business before the Commission. The following represents the by-laws of the Rutland Regional Planning Commission as amended at a legally constituted meeting on June 20, 2023.

## **BYLAWS**

### **ARTICLE I. LEGAL BASIS**

The legal basis for regional planning and development commissions is 24 V.S.A., Chapter 117, as amended from time to time, the Vermont Planning and Development Act, hereinafter referred to as the Act.

### **ARTICLE II. NAME AND AREA**

The name of this regional planning and development commission shall be the Rutland Regional Planning Commission, hereinafter referred to as the Commission.

### **ARTICLE III. PURPOSES**

The purposes of the Commission shall be to promote mutual cooperation and coordination among area municipalities, organizations, and interests and engage in other activities as are appropriate, encouraged or specifically permitted by the Act.

### **ARTICLE IV. MEMBERSHIP**

All municipalities in Rutland County, except the Town of Pittsfield, shall be considered voting members of the Commission.

### **ARTICLE V. APPOINTMENT OF COMMISSIONERS**

#### **Section 501: Regular and Alternate Commissioners**

The legislative body of each member municipality may appoint one Regular Commissioner, who may hold any office in the Commission except for paid positions.

An Alternate Commissioner may be appointed by the legislative body to serve in the absence of a Regular Commissioner except that said Alternate shall not assume the office of Committee Chair of the Regular Commissioner nor participate on the Executive Committee in place of the Regular Commissioner.

The municipality shall annually certify in writing the names of the Regular and Alternate Commissioners whether or not the same person continues to serve in that capacity. Such certification shall be filed with the RRPC by July 1, of the fiscal year in which such appointment becomes effective on a form to be provided. The municipality shall promptly fill any vacancy in either position.

Commissioners will not be compensated by the RRPC for their service as Commissioner. Reimbursement for reasonable expenses incurred in serving in their official capacity as Commissioner shall not be considered compensation.

Vacancies shall be filled by the legislative body of the municipality where the vacancy occurs, and such appointments shall be for the length of the unexpired term of the position vacated.

#### Section 502: Area-wide Citizen Interests

The Commission may include representatives from up to five organizations that shall typically represent a major area-wide interest as identified by the Commission.

The Executive Committee may identify areas of interest and request an organization to select an individual to represent that interest. Organizations may appoint an Alternate to serve in the absence of the Regular appointee.

#### Section 503: Ex-Officio Member

The Chamber & Economic Development of the Rutland Region and the Rutland Region Workforce Investment Board shall each be able to appoint one individual to represent the organization on the Board of Commissioners. There shall be no limit on the number of terms the Ex-Officio Member may serve.

### **ARTICLE VI. VOTING**

#### Section 601: Municipal Votes

Only Regular and Alternate Commissioners are allowed to vote – only one vote per municipality if both are present.

#### Section 602: Area-wide Citizen Interest Votes

Area-wide Citizen Interest representatives shall not have voting powers.

#### Section 604: Ex-Officio Votes

Ex-Officio members shall not have voting powers.

### **ARTICLE VII. MUNICIPAL APPROPRIATIONS TO THE COMMISSION**

The Commission may receive and expend monies from any source.

Contributions from Member municipalities shall be approved annually by the Commissioners from member communities.

### **ARTICLE VIII. OFFICERS AND OTHER ELECTED OFFICIALS**

#### Section 801: Officers

The officers of the Commission shall include a Chair, Vice-Chair, and Secretary/Treasurer; other elected officials shall include one At-Large member of the Executive Committee.

All officers and elected officials are to be elected from Commissioners appointed in accordance with Section 501.

#### Section 802: Proposed Nomination

A Nominating Committee of three (3) Commissioners shall be appointed by the Chair of the Commission no later than May 15 of each year. The Nominating Committee shall propose its slate of candidates in time for the June Board of Commissioners meeting. Candidates shall be Regular Commissioners and may be nominated from the floor.

#### Section 803: Nominations and Election

The officers of the Commission and other elected officials shall officially be elected at the June meeting of the Board of Commissioners. The election shall be by the affirmative vote of a quorum. In the case where a candidate for a position does not receive a majority of the votes cast, a run-off vote shall be taken, between the individuals receiving the first and second highest number of votes.



#### Section 804: Terms of Office

The terms of office of all officers and other elected officials shall begin on the first day of the month following the meeting at which they are declared elected and shall end June 30 of the following year or until their successors have been elected and installed. No officer or other elected official may serve more than three consecutive terms in any one office.

If any office, or other elected position, is vacated, such vacancy shall be filled at the next Commission meeting. Candidates for such vacancy shall be nominated from the floor. Officers so elected are to hold office only for the balance of the current year or until their successors are elected and installed. Election to fill a vacated office shall not deny a person from serving an additional three consecutive terms in that office.

#### Section 805: Duties

The Chair shall call and preside over regular and special meetings of the Commission and the Executive/Finance Committee, and shall perform such other duties as are customary to the office.

The Vice-Chair shall serve as Chair in the Absence of the Chair.

The Secretary/Treasurer shall perform such duties as are customary to the office.

The Secretary/Treasurer shall be bonded for the faithful performance of the duties of the office if and when so voted by the Commission in an amount to be determined and approved by the Commission. The premiums for such a bond shall be paid from Commission funds.

### **ARTICLE IX. STAFF**

#### Section 901: Composition

The staff of the Commission shall include an Executive Director hired by the Executive Finance Committee. The hiring of other staff shall be determined by the Executive Director. The Executive Director will establish staff duties and compensation at the time the position is created or filled and as needed by the Commission.

### **ARTICLE X. Equal Employment Opportunity Policy**

It is the policy of the Commission that no employee, person seeking employment or having business with the Commission shall be discriminated against for reasons of race, color, national origin, religion, sex, sexual orientation, gender identity, genetic information, place of birth, physical or mental condition, age, ancestry, veteran status, or status as a disabled veteran, or otherwise

protected under applicable state law, except where sex or age is a bona fide occupational qualification.

Please refer to RRPC's Employee Handbook for additional information regarding Equal Employment Opportunity.

## **ARTICLE XI. MEETINGS**

### Section 1101: Frequency of Meetings

Meetings will be held on the 3rd Tuesday of each month at a time and place to be determined by the Commission. Changes from this procedure may be made, when necessary, by the Chair. Notification shall be in accordance with Section 1103 and Vermont Open Meeting Law.

A Calendar of meetings may be adopted on an annual basis at the September meeting and documented on the RRPC website.

### Section 1102: Additional Meetings

Additional meetings may be called by the Chair in conformance with Section 1103 and the Open Meeting Law.

### Section 1103: Notice

Notice of all meetings of the Commission shall be given not less than five days prior to such meetings to all Commissioners, Municipal Planning Commission Chairs, Chairs of Selectboards, Mayors, and President of the Board of Aldermen for member municipalities.

Notice of emergency meetings may be given by telephone or e-mail, with the approval of the Commission Chair, but in no case less than 24 hours prior to the meeting.

### Section 1104: Minutes

A written record of all Commission and Committee meetings and agendas shall be available to the public.

### Section 1105: Quorum

The presence of 10 Commissioners shall constitute a quorum for the transaction of general business at meetings of the Commission and business relating to approval of local plans, confirmation of local planning efforts, Annual Work Plan adoption, bylaws, budgets and the formula for contributions from member communities.



Commissioners may participate by telephone or virtually and be considered present for the purposes of a quorum. A quorum once present shall be considered a quorum for the entire meeting.

No quorum is required for committee action.

#### Section 1106: Action

Except as otherwise required, all actions by the Commission shall be by a quorum of Commissioners present. Action on Minutes may be taken even in the absence of a quorum.

#### Section 1107: Procedure

Except as otherwise provided in these By-laws, the most recent edition of Roberts' Rules of Order shall govern in any questions of parliamentary procedure.

All meetings are public meetings and shall be open to the public. Meetings conducted in executive session shall occur only as allowed by law.

### **ARTICLE XII. COMMITTEES**

#### Section 1201: Composition

The standing committees of the Commission shall be the Executive/Finance Committee, the Community Committee, the Regional Committee, and the Transportation Advisory Committee (TAC).

At the discretion of the Chair of the Commission, ad hoc or special committees may be created.

Annually, the Chair shall appoint members of standing committees subject to confirmation by the Board at the first regular meeting following the June annual meeting. This does not apply to TAC, as TAC operates under a separate by-law.

#### Section 1202: Membership

Commissioners may, at their discretion, elect to participate on more than one committee.

The Chair may appoint any person, who is not a voting member of the Commission, to serve on any standing or ad hoc committee. Such persons shall not be eligible to serve as Chair of the standing or ad hoc committees.

The Chair of the Commission may be an Ex-officio member of all committees.

### Section 1203: Committee Chairs

The Chair of the Commission shall serve as the Chair of the Executive Committee; chairs of Committees shall be chosen by Committee members. Annually each Committee, in June, shall elect a chair and vice chair who will continue to serve the following fiscal year until replaced or resigned.

### Section 1204: Meetings

Each Committee Chair shall call committee meetings with notification to the Chair of the Commission.

### Section 1205: Powers and Duties

All Committee actions, except as noted below, shall be forwarded to the Board of Commissioners for final action.

#### Executive/Finance Committee:

##### Composition:

The Executive/Finance Committee shall consist of the Officers, and the Chairs of Standing Committees, except for the TAC, and the At-Large Member and the Immediate past Chair of the Commission, who shall serve Ex-officio.

##### Duties:

- A. Provide guidance to the Executive Director.
- B. Provide leadership to standing and ad hoc committees through the coordination, facilitation and integration of activities including, but not limited to the development of the Annual Work Plan, the preparation, review and modification of Commission policies and mission statement, etc.
- C. Act for the Commission between regular meetings and when immediate action is required, and proper notice under Section 1103 of the Bylaws cannot be given for a special Commission meeting; in this instance a quorum of greater than fifty percent of the Committee must be present to transact any business.
- D. Recommend policies for the effective operation of the Commission.
- E. Propose and review amendments to these by-laws.

- F. Recommend the annual budget and any amendments thereto.
- G. Recommend contributions from member communities.
- H. All actions of the Executive/Finance Committee except for those covered by Paragraph C above and those involving confidential personnel items shall be forwarded to the Board of Commissioners for final action. No action of the Executive/Finance Committee shall have the effect of over-ruling prior action of the Commission.

Community Committee Duties:

- A. Review local plans for consistency with the goals of the Act and compatibility with other plans and prepare recommendations on local plan approvals.
- B. Review local planning efforts to recommend confirmation in accordance with the Act.

Regional Committee Duties:

- A. Undertake the review and revision on a continuing basis of the Rutland Regional Plan, unless otherwise assigned to an ad hoc committee created at the discretion of the Chair.
- B. Review and prepare positions on Act 250 applications and Section 248 Public Service Board Petitions.
- C. Coordinate Commission activities with other regional organizations.

Transportation Advisory Committee Duties:

- A. Foster intergovernmental and local cooperation on transportation issues.
- B. Monitor and when necessary, participate in, transportation policy making activities on the Local, State and Federal levels.
- C. Participate in Vermont Project Selection and Project Prioritization (VPSP2) and make recommendations to the Vermont Agency of Transportation on regional transportation needs and projects as appropriate.

**ARTICLE XIII. MUNICIPAL SERVICE AGREEMENTS**

The RRPC may enter into municipal service agreements to promote cooperative arrangements and coordinate, implement, and administer service agreements among municipalities, including arrangements and action with respect to planning, community development, joint purchasing,

inter-municipal services, infrastructure, and related activities; and exercise any power, privilege, or authority - capable of exercise by a municipality as necessary or desirable for dealing with problems of local or regional concern.

Participation by a municipality in a municipal service agreement with the RRPC shall be voluntary and only valid upon appropriate board action as set forth in 1 V.S.A. § 172 and other applicable provisions of law, including the Open Meeting Law by the legislative body of the municipality. To become effective, a municipal service agreement shall be executed by the Executive Director of the regional planning commission 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.

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.

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

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:

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

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

The Executive Director shall prepare a recommendation to the RRPC Executive Finance Committee regarding any potential municipal service agreements and, if entered into, report on their status, the services provided, and funding arrangements, as appropriate. The Executive Finance Committee shall make recommendations to the RRPC concerning entering into, withdrawal from, and/or terminating municipal service agreements.

#### **ARTICLE XIV. CONFLICTS OF INTEREST**

##### **Section 1401: Definition of Conflict of Interest**

A conflict of interest will be deemed to exist whenever a Commissioner is in the position to approve or influence RRPC policies or actions which involve or could ultimately harm or benefit financially:

- A. the Commissioner;
- B. any member of the Commissioner's immediate family (spouse, parents, children, brothers or sisters, spouses of these individuals, close relatives) or other person close to the Commissioner who would benefit from the policy or action; or
- C. any organization (excluding the municipality) in which the Commissioner or person in sub section (b) above is a director, trustee, officer, member, partner, employee or more than 10% shareholder.

Service on the board of another not-for-profit organization does not constitute a conflict of interest *per se*.

##### **Section 1402: Disclosure of Conflicts of Interest**

A Commissioner shall disclose a conflict of interest:

- A. prior to voting on or otherwise discharging their duties with respect to any matter involving the conflict which comes before the board or any committee;
- B. prior to entering into any contract or transaction involving the conflict;
- C. as soon as possible after the Commissioner learns of the conflict.



### Section 1403: Validity of Actions

No action or decision by or approved by the RRPC in which one or more of its Commissioner[s] have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Commissioner, or of a committee of RRPC which the Commissioner served, where the Commissioner's votes are counted for such purpose if the material facts as to such Commissioner's interest in such action are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such action by a vote sufficient for such purpose without counting the vote or votes of such interested Commissioner. A Commissioner's presence during the vote may be counted in determining the presence of a quorum at a meeting of the Board or committee which authorizes such action. At the time of the discussion and decision concerning the authorization of such action, the interested Commissioner should not be present at the meeting.

### **ARTICLE XV. AMENDMENTS OF BY-LAWS**

Proposals to amend or repeal any portion of these bylaws may be submitted by any Commissioner to the Executive/Finance Committee for review and comment.

A proposed amendment or repeal shall be given, pursuant to Section 1103, with the recommendation of the Executive/Finance Committee. Such an amendment shall be voted on at the next regular meeting of the Board of Commissioners.