



RUTLAND REGIONAL PLANNING COMMISSION

RRPC BOARD OF COMMISSIONERS

TUESDAY, MAY 19, 2026, 7:00 PM

MEETING DETAILS

Virtual: [Teams Meeting](#), ID: 224 634 587 902, Pass: dBEdSy | Call: 1-802-440-1368, ID: 641278 173#

In-Person: 16 Evelyn Street, Second Floor, Rutland, VT 05701

MEETING AGENDA

- 7:00 **FINAL PUBLIC HEARING - [2026 RUTLAND REGIONAL PLAN](#)**
- 8:00 CALL TO ORDER & INTRODUCTIONS
- 8:05 APPROVAL OF MAY 19TH AGENDA (Page 1)
- 8:08 APPROVAL OF APRIL 21ST MINUTES (Page 2)
- 8:10 OPEN TO THE PUBLIC
- 8:15 BYLAW AMENDMENT (Page 8)
- 8:25 FY27 NOMINATING COMMITTEE
- 8:35 EXECUTIVE/FINANCE COMMITTEE REPORT
- 8:40 REGIONAL COMMITTEE REPORT
- 8:50 ADJOURN

Questions? Need special accommodation?
Contact: Devon Neary, devon@rutlandrpc.org, or (802) 775-0871.



RUTLAND REGIONAL PLANNING COMMISSION

RRPC BOARD OF COMMISSIONERS

TUESDAY, April 21, 2026, 7:00 PM

MEETING DETAILS

Virtual: [Teams Meeting](#), ID: 224 634 587 902, Pass: dBEdSy | Call: 1-8024401368, ID: 641278173#

In-Person: 16 Evelyn Street, Second Floor, Rutland, VT 05701

MEETING ATTENDANCE

(x = in person) (v = virtual)

TOWN	NAME	
Benson	Cheryl Murray	
Brandon	Jack Schneider	X
Castleton	Liz Mackay	V
Chittenden	Abigail Bradish	V
Clarendon	Brownson Spencer	X
Danby	Andrea Stoddard	V
Fair Haven	Bob Richards	
Hubbardton	Robert Gibbs	X
Ira	Bob Kirbach	V
Killington	Lisa Davis Lewis	
Mendon	Larry Courcelle	X
Middletown Springs	Steven Harrington	
Mount Holly	Jessica Metcalfe	V
Mount Tabor		
Pawlet	Linda Lynton	V
Pittsford	Ann Reed	X
Poultney	Paul Donaldson	
Proctor	Richard Horner	

TOWN	NAME	
Rutland City	David Allaire	X
Rutland Town	Dimitrio Gagnon	V
Shrewsbury	Laura Black	X
Sudbury	Barbara Somson	V
Tinmouth	Judy Gilmore	V
Wallingford	Erika Berner	X
Wells	Francis Gilman	X
West Haven	Kerry Ellis	
West Rutland	Leona Minard	
ACI-Natural Resources	Hilary Solomon	
Ex-Officio- CEDRR	Sarah Pelkey	V
Ex-Officio- CEDRR		
Ex-Officio- TAC		
Ex-Officio- RRWIB		

Staff: Devon Neary(v), Mary Kay Skaza, Karen Hill, Maggie O'Brien, Steffanie Bourque

Guests: NA



RUTLAND REGIONAL PLANNING COMMISSION

MEETING MINUTES

1. CALL TO ORDER & INTRODUCTIONS

Meeting was called to order by Chair Black at 7:11 pm.

2. APPROVAL OF APRIL 21st AGENDA

Motion to approve the April 21st agenda by Spencer. Second by Reed. Approved by voice vote.

3. APPROVAL OF MARCH 17th MINUTES

Motion to approve March 17th minutes by Spencer. Second by Allaire. Approved by voice vote.

4. OPEN TO THE PUBLIC

No comments from guests.

5. FEBRUARY 2026 FINANCIAL REPORT

Skaza reviewed the February 2026 Financials. Report for informational purposes only.

6. EXECUTIVE DIRECTOR'S REPORT

A. Staffing Update

The RRPC is excited to announce that all three open planning positions have now been filled. Will Austin, formerly Assistant Planner in Killington, has joined the RRPC as Land Use Planner. He began on April 6 and is already supporting municipal planning and zoning, as well as transportation and water quality initiatives. Fredi Hayes, former Town Administrator in Highgate, joined the RRPC as Workforce and Economic Development Planner on April 13 and is currently onboarding into the WORC6 Workforce in Motion Academy. Lastly, the RRPC has hired a new Natural Resources Planner that will start in mid-May. These new team members and look forward to the expertise and energy they will bring to the Region.

B. Planning Director Announcement

The RRPC is pleased to announce the promotion of Steffanie Bourque to Planning Director. In this new senior leadership role, Steffanie will support program coordination, project delivery, and staff development across the organization, helping to strengthen internal systems and advance key initiatives. This transition will also allow Devon to spend more time working directly with municipal leadership, advancing strategic initiatives, coordinating regional and statewide partnerships, and continuing to expand his role as VAPDA Chair.



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- C. **Municipal Training Series – Essentials of Planning & Land Use**
The RRPC invites municipalities to participate in the Essentials of Planning & Land Use Municipal Training Series, a three-part training opportunity for municipal officials hosted by the Rutland, Mount Ascutney, and Two Rivers-Ottawaquechee Regional Planning Commissions. These sessions provide practical, high-level guidance on municipal planning, plan implementation, and land use regulations. Each session begins at 6:00 PM, with both in-person and virtual attendance options available for participants in the Rutland Region. Training will be held on April 16 (Municipal Planning), May 21 (Plan Implementation), and June 18 (Land Use Regulations).

- D. **Flood Safety Act Webinar**
The RRPC is partnering with regional and state partners to host a Flood Safety Act Webinar: Statewide and Local Efforts to Address Flooding in Rutland County and the Otter Creek Watershed on April 29 at 6:00 PM. The RRPC will also offer an in-person attendance option. This webinar will provide an overview of the work and goals of local organizations, the 2024 Flood Safety Act and its watershed-wide approach to flood resilience, and Vermont’s new statewide river corridor protections. Participants can register at:
https://us06web.zoom.us/meeting/register/le4E0U_USfWz7-7HQ-2jdA

- E. **National Association of Development Organizations (NADO) Board Appointment**
Devon has been nominated to and accepted a position on the National Association of Development Organizations (NADO) Board of Directors, where he will join three other Vermont RPC Directors. NADO represents over 500 regional development organizations nationwide and advocates federal policies and programs that support community and economic development. In this role, Devon will help guide national policy priorities and represent the interests of Vermont and rural regions.

- F. **Act 250 / Act 181 – Road Construction Jurisdiction Guidance**
Beginning July 1, 2026, the construction of roads and associated driveways may trigger Act 250 jurisdiction, with certain statutory exemptions for municipal, state, utility, farm, and forestry roads. Under Act 181, the Land Use Review Board (LURB) is developing guidance to clarify implementation, including exemptions, definitions of pre-existing roads, and distinctions between roads and driveways. A draft guidance document is currently available, and LURB is accepting public comment through April 30, 2026, via mail or email at Act250.Comments@vermont.gov. A finalized draft is anticipated in early May.

- G. **Act 181 / S.325 Legislative Updates**



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S.325 is proposed legislation that amends Act 181 to provide technical clarification, improve implementation, and offer greater transitional certainty without changing the core policy direction. The bill extends key Act 250 exemptions for housing development, including priority housing projects, and delays implementation timelines for the road rule, Tier 3 areas, and Criterion 8 to allow additional time for rulemaking and municipal readiness. It also expands eligibility for priority housing in growth areas, advances Tier 3 rulemaking authority, and streamlines regional plan amendment and Tier 1B processes. Overall, S.325 is intended to refine and support the effective rollout of Act 181 while providing additional time and clarity for communities and the State. The bill was passed by the Senate is available at: <https://legislature.vermont.gov/Documents/2026/Docs/BILLS/S-0325/S-0325%20As%20Passed%20by%20the%20Senate%20Unofficial.pdf>

H. Regional Emergency Preparedness and Resilience Initiative

Maggie O'Brien, Emergency Management Planner, in collaboration with Eric Pulver from the Vermont Department of Health, has applied to the Land Access and Opportunity Board

(LAOB) Community Resilience Hub Grants to support the Rutland Regional Emergency Management Committee and Rutland Regional Disaster Cooperative (REMC/COAD) Regional Support Network. The initiative builds on existing emergency management structures and the Region's "neighbors helping neighbors" approach by identifying municipal needs, connecting them with capable partner organizations, and developing a coordinated support network. Funding would support a regional needs assessment, identification of sector-based partners, development of coordinated response linkages, and continued municipal engagement in building local resilience.

7. PROGRAM HIGHLIGHT – EMERGENCY MANAGEMENT

Maggie O'Brien, Emergency Management Planner, provided an overview of the Emergency Management Program, including the new Rutland Region Disaster Cooperative (RRDC). The RRDC has partnered with the VDH to host a series of sub-region exercises as the first phase of this project. The RRDC has also applied to a Land Access and Opportunity Board (LAOB) capacity grant to fund this project in the absence of EMPG funding from FEMA.

8. REGIONAL PLAN UPDATE

Steffanie Bourque, Program Director, Provided the Regional Plan Update. The final public hearing is scheduled for May 19, 2026, following the first public hearing held on March 17, 2026. Since that initial hearing, the RRDC has made targeted updates to the Regional Future Land Use Map based on municipal feedback and continued



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coordination with state partners. No other substantive changes have been made to the proposed 2026 Rutland Regional Plan.

As part of the public process, official warnings for the final hearing were distributed on April 14, 2026. These notifications included town-specific memoranda detailing changes to the Regional Future Land Use Map to ensure municipalities clearly understood how updates may affect local planning priorities and future development opportunities. This approach reflects the RRPC's commitment to transparency, regional coordination, and locally informed decision-making.

To support accessibility and public engagement, the RRPC has updated its regional plan webpage (rutlandrpc.org/plan2026) with comprehensive materials related to the final hearing. These resources include the final draft Regional Plan, final draft Future Land Use Map, a regional plan report demonstrating compliance with state requirements, and a detailed description of map changes. In addition, the webpage features interactive tools that allow users to compare the final hearing draft map with both the first public hearing draft and the earlier preapplication draft. An Act 181 Frequently Asked Questions (FAQ) document has also been developed to help stakeholders better understand recent statutory changes and their implications for regional and municipal planning.

The May 19, 2026, meeting represents a critical milestone, as the RRPC Board of Commissioners will be asked to formally adopt the 2026 Rutland Regional Plan. Adoption requires a quorum and an affirmative vote of at least 60 percent of commissioners.

9. REGIONAL COMMITTEE REPORT

Committee Chair Berner reported that the committee reviewed One (1) Act 250 application and tabled Two (2) Section 248 petitions. The Act 250 application [1R0661-18](#), seeks approval for construction of a 180,995 square foot building (Walmart Supercenter Store), located in Rutland Town. The project includes building construction, a parking lot with 751 spaces with dedicated grocery pick up area, shopping cart storage, lighting, landscaping, on-site stormwater treatment system, and connections to municipal water and sewer. The project will utilize access from the existing Diamond Run Mall Road Place off of VT Route 7. Representatives from the Property Developer and the Walmart Corporation provided project status updates to the committee. The representatives shared steps taken to address impacts to the local economy, transportation, the environment, and municipal services.



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**Motion by Berner to send a letter of significant regional impact and conformance with the regional plan to the Act 250 District Commission for project 1R0661-18.
Second by Reed. Approved by voice vote.**

10. EXECUTIVE FINANCE COMMITTEE REPORT

Chair Black reported that the Committee had met on April 13th to review the Financial and Executive Director's reports, the regional plan update and review the agenda for the Board of Commissioners meeting on April 21st.

11. COMMISSIONER ROUNDTABLE

No discussion

12. ADJOURN

Motion to adjourn by Allaire. Second by Berner. Meeting adjourned at 8:14 pm.

Respectively submitted by Karen Hill

*A recording of this meeting can be found at:
www.rutlandrpc.org/board-and-committees-meeting-materials/.*



RUTLAND REGIONAL PLANNING COMMISSION

Memorandum

To: Rutland Regional Planning Commission Board of Commissioners
From: Executive Finance Committee
Date: May 11, 2026
Re: Proposed Amendment to RRPC Bylaws – Section 804: Terms of Office

The Executive Finance Committee of the Rutland Regional Planning Commission (RRPC), at its meeting on May 11, 2026, voted unanimously to recommend an amendment to the RRPC Bylaws, Section 804: Terms of Office. This amendment would extend the allowable term for the office of Treasurer from three consecutive one-year terms to six consecutive one-year terms. All other officer positions would remain unchanged, with a maximum of three consecutive years of service.

The Committee's recommendation is grounded in the operational and logistical demands of the Treasurer role. The Treasurer is responsible for reviewing and co-signing checks exceeding \$5,000, a function that requires consistent availability and timely responsiveness. Given the volume of transactions associated with the RRPC's growing budget and increasing number of grant agreements, this responsibility arises frequently—often multiple times per week. Ensuring continuity in this role is therefore essential to maintaining efficient financial operations.

In addition, the Treasurer position requires a strong working knowledge of the RRPC's programs, organizational structure, budget, and financial procedures. Developing this familiarity takes time, and frequent turnover in the position can create unnecessary disruption and inefficiencies. The Committee noted that the current Treasurer, Larry Courcelle, is routinely called upon to fulfill these duties, underscoring both the importance and the frequency of the role.

Extending the allowable term to six consecutive years would provide greater stability and continuity in financial oversight, while reducing administrative burden and potential delays in processing financial transactions. This approach is also consistent with practices at other regional planning commissions, such as the Northwest Regional Planning Commission, which allows for longer service in key officer roles to support organizational continuity.

The Executive Finance Committee believes this targeted amendment strikes an appropriate balance between maintaining leadership rotation and ensuring the effective administration of the Commission's financial responsibilities. The Committee respectfully recommends that the Board of Commissioners approve this proposed amendment.

Sincerely,

A handwritten signature in black ink, appearing to read "Devon Neary", written over a faint circular line.

Devon Neary
Executive Director



BYLAWS

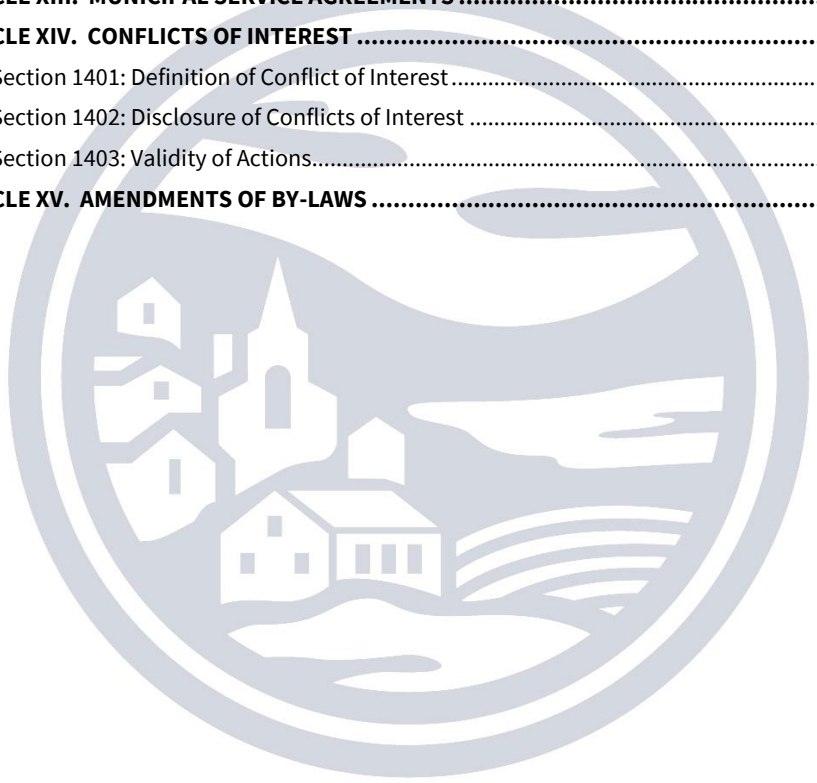
RUTLAND REGIONAL PLANNING COMMISSION

EFFECTIVE: ~~MAY 19, 2026~~ **SEPTEMBER 17, 2024**

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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 September 17, 2024.

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 June 1, of the previous 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: Regional Partners

The Commission may include representatives from up to five organizations that shall typically represent regional partners identified by the Commission.

The Executive Committee may identify regional partners and request an organization to select an individual to represent that regional partner. 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: Regional Partner Votes

Regional Partner 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 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

Prior to the June Annual Meeting, the Chair shall appoint a Nominating Committee made up of three (3) Commissioners. The Nominating Committee will prepare a slate of nominations for all officers, standing committee chairs and vice-chairs, and the at-large member of the Executive Finance Committee. This slate of nominations will be presented at the annual meeting in June. Candidates shall be Regular Commissioners and may be nominated from the floor.

Section 803: Nominations and Election

The officers of the Commission and standing committee chairs and vice-chairs 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.

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. If no candidates are selected, the Chair of the Commission may serve temporarily until filled or until the next annual election. 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 804: Terms of Office

The terms of office for the Chair, the Vice Chair, 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.

~~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. If no candidates are selected, the Chair of the Commission may serve temporarily until filled or until the next annual election. 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 Treasurer shall perform such duties as are customary to the office.

The 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, protected hairstyles (such as braids, cornrows, locs, twists, Bontu knots, afros, wigs, headwraps and other head coverings), 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 Brownfields Committee, the Community Committee, the Regional Committee, and the Transportation Advisory Committee (TAC).

All Commissioners shall serve on at least one standing committee. This does not apply to TAC, as TAC operates under a separate by-law.

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

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. Brownfields, Community, and Regional Committee chairs and vice-chairs, elected at the June annual meeting, 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

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.

Brownfield Committee Duties:

- A. Evaluate new requests for brownfields funding.
- B. Provide local and regional perspectives to ensure conformance with program criteria.

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.
- 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 RRPC 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 an 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.

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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.