

CHITTENDEN COUNTY REGIONAL PLANNING COMMISSION

BY-LAWS

Adopted March 27, 2006

Article 1 – Officers and Staff

Section 1.1 – Officers

The officers of the Commission shall include a Chair, Vice Chair and Secretary-Treasurer.

Section 1.2 – Executive Committee

Subsection 1.2.1 – Purpose

The purpose of the Executive Committee shall be to review and recommend to the Commission all matters of policy affecting the activities of the Commission, including, but not limited to, regional planning recommendations, program and scope, personnel policies and finances, and generally to implement the policies and programs of the Commission.

Subsection 1.2.2 – Powers and Duties

The Executive Committee shall be subject to the orders of the Commission voting membership, and none of its acts shall conflict with action taken by the Commission. The duties of the Executive Committee will include, but not be limited to, the following (subject to the approval of the Commission voting membership):

1. to ensure that the instructions of the Commission voting membership are carried out;
2. to oversee the affairs of the Commission between its regular meetings but to act for the Commission only when immediate action is required and the Commission voting membership would not be able to take the necessary action in time;
3. to oversee the normal operating expenditures of the Commission as recommended by the Executive Director;
4. to approve the annual budget of the Commission as drafted by the Executive Director and to recommend it to the Commission for final approval;
5. to approve the financing procedure for regular funding of the Commission in consultation with the Executive Director and to transmit it to the Commission for final approval;
6. to determine, with the assistance of the Executive Director, general personnel policies of the Commission, including salary categories and amounts, vacation times, etc. and other matters which would tend to promote good working conditions and morale among the Commission staff;
7. to determine, with the assistance of the Executive Director, general program scope and content, and to transmit it to the Commission for final approval and to report progress;
8. to approve, job descriptions, the creation of staff positions and the retention of consultant

- services as recommended by the Executive Director;
9. to conduct the annual review of the Executive Director;
 10. to appoint and remove the Executive Director, subject to Commission approval;
 11. to establish the Commission's fiscal year upon recommendation of the Executive Director, subject to Commission approval;
 12. to adopt, formulate, and record its policies, rules and regulations for easy reference;
 13. to submit a written report of its activities and/or minutes prior to each Commission meeting;
 14. to recommend to the full Commission after the annual meeting in even-numbered years up to five representatives- and alternate representatives-at-large to be elected to represent such categories as the Commission may prescribe. The Executive Committee will consult with appropriate regional organizations for their recommendations for such at-large representatives (e.g., Agriculture - Chittenden County Farm Bureau; Industrial/Business - Lake Champlain Regional Chamber of Commerce, GBIC; Socio-Economic-Housing - United Way; Conservation/Environmental - Lake Champlain Committee, Winooski Valley Park District, Sierra Club; Transportation - Metropolitan Planning Organization.)
 15. to determine, recommend and transmit to the Commission for approval all recommendations concerning public policy and plan recommendations forthcoming from the Commission's program, which would affect the Chittenden County region and its individual constituent cities and towns;
 16. to establish with the assistance of the Executive Director a series of values and goals to be achieved in the Chittenden County region and transmit to the Commission for approval;
 17. to review all statements of policy affecting regional development and issues of regional significance prior to their release.

Subsection 1.2.3 – Membership

The members of the Executive Committee shall be the Chair, Vice Chair, Secretary-Treasurer, immediate past Chair of the Commission, and two members to be identified as At-Large Members of the Executive Committee elected at the annual meeting. Total membership on the Executive Committee shall be six, with at least five members elected from among the municipal representatives. The Executive Director of the Commission and chairs of standing committees shall serve as ex-officio, non-voting members of the Executive Committee. In the event the immediate past Chair is unable to serve, an additional at-large member shall be elected to the Executive Committee.

Subsection 1.2.4 – Selection of Members to the Executive Committee

Officers of the Commission will serve on the Executive Committee in accordance with their respective terms of office. One At-Large Member of the Executive Committee shall be elected each year for a two-year term commencing after the annual meeting. One at-large member of the Executive Committee shall represent a community of 5000+ population; the other, a community

of less than 5000 population, based on information from the latest census or population estimate completed by the US Census Bureau. In the event of a vacancy existing between annual elections, the Commission shall elect an At-Large Member of the Executive Committee to serve until the next annual meeting. Members of the Executive Committee will be nominated by the Nominating Committee and elected by the Commission as a whole at the annual meeting. At-Large Members of the Executive Committee may not serve more than two consecutive terms in that position.

Subsection 1.2.5 – Officers of the Committee

The duly elected Chair, Vice Chair and Secretary-Treasurer shall serve as the Chair, Vice Chair, and Secretary-Treasurer respectively of the Executive Committee.

Subsection 1.2.6 – Meetings

Meetings will be held approximately once a month in advance of the regular meeting of the Commission. Special meetings can be called at the request of the Chair of the Executive Committee or the Executive Director. A quorum to conduct business shall consist of four members.

Section 1.3 – Staff

The Commission shall appoint an Executive Director. It may create and fill any other offices necessary for its purpose; may appoint and shall fix the compensation of staff; and may contract with planners and consultants for such service as it may require.

Section 1.4 – Nomination of Officers

A Nominating Committee of at least three Commissioners shall be appointed by the Chair of the Commission ninety days prior to the annual meeting. The Nominating Committee shall meet not later than four weeks after appointment and shall render its report of nominations to fill ensuing vacancies, at the last official meeting of the Commission prior to its annual meeting. The Nominating Committee may nominate one or more candidates for each office.

A report of the Nominating Committee and a ballot shall be mailed to all Commissioners entitled to vote not less than fifteen days in advance of the annual meeting. Commissioners are privileged to vote for any qualified person whether or not he or she be nominated by the Nominating Committee. Ballots shall be cast and counted at the annual meeting of each year.

Section 1.5 – Election of Officers

The officers of the Commission shall be elected by the affirmative written ballots of a majority of the Commissioners voting. The results of the ballot shall be tabulated and announced at the annual meeting of each year. In the event a majority for any office is not reached the top two vote getters will have a run-off election and the Commission will continue to vote until a majority is reached.

Section 1.6 – Terms of Office

The terms of office of all officers shall begin immediately after the annual meeting of each year at which they are declared elected and shall end immediately after the annual meeting of the second year of their term; but officers shall hold office until their successors have been elected and installed. The Chair, Vice Chair and Secretary-Treasurer shall be elected for a single term of two years.

Section 1.7 – Vacancies

In the event a vacancy on the Executive Committee or a representative-at-large position on the Commission occurs between annual elections, the Commission shall elect a person to serve until the next annual meeting, or for the balance of the representative's-at-large term on the Commission.

Section 1.8 – Duties of Officers and Staff

Subsection 1.8.1 – Chair

The Chair shall call meetings of the Commission and shall preside at these meetings and shall, except as otherwise provided, create and discharge standing committees and special committees and serve as a non-voting ex-officio member of all committees except in the case of a tie when he or she shall vote, and shall perform such other duties as are customary to the office.

Subsection 1.8.2 – Vice Chair

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

Subsection 1.8.3 – Secretary-Treasurer

The Secretary-Treasurer shall perform such duties as are customary to the office including responsible direction of such financial duties as are assigned by the By-Laws, and shall put into effect the directives of the Commission.

Subsection 1.8.4 – Executive Director

The Executive Director shall be in charge of the office and shall conduct a regional planning program, subject to the approval of the Commission within the framework of 24 V.S.A., Chapter 117, and other state statutes relevant to regional planning commissions; and shall be in charge of all general correspondence of the Commission. In addition to his or her duties as Executive Director for the Commission, he or she shall assist the office of Secretary-Treasurer, and in this capacity shall be responsible for keeping minutes of regular and special meetings of the Commission; shall notify Commissioners of their election to office or appointment to committees; shall receive all money due the Commission; shall prepare an annual budget, including estimated revenues and expenditures, for the fiscal year to be reviewed by the Executive Committee of the Commission prior to submission for approval by the Commission; shall disburse the funds in accordance with the budget and as authorized by the Secretary-Treasurer, and shall keep accounts which shall at all times be open to inspection of the Commissioners. The Executive Director shall further undertake such other duties as the Commission shall assign and shall follow their instructions.

Section 1.9 – Annual Reports

The Executive Director shall prepare an annual written report after the completion of each fiscal year, and a calendar for the ensuing year, which shall be presented to the Commission.

The Commission shall receive quarterly financial reports in a format approved by the Executive Committee and the Commission.

Article 2 – Meetings

Section 2.1 – Commission Meetings

Meetings shall be held at a time and place to be determined by the Commission, which shall best serve the convenience of the greatest number of Commissioners. No less than ten meetings shall be held in each calendar year. The regular meeting in June shall be the annual meeting.

Section 2.2 – Additional Meetings

Additional meetings may be called by the Chair or by a majority vote of the Commission.

Section 2.3 – Notice of Meetings

Notice of all regular meetings of the Commission shall be mailed by the Executive Director to all Commissioners and representatives at least seven days prior to meetings.

Section 2.4 – Minutes of Meetings

Minutes of all meetings of the Commission shall be kept by the Executive Director.

Section 2.5 – Quorum

A majority of the total of municipal and at-large Commissioners shall constitute a quorum for the transaction of normal business at meetings of the Commission.

Article 3 – Resolving Conflicting Interests

Preamble

A public official must exercise his or her authority solely for the benefit of the public and in fact stand in a fiduciary relationship to the public. He or she is held by the law to a most rigid standard with respect to any activity which places his or her individual interest in a position where collision with public responsibility becomes possible. The law requires that not only must public officials actually separate private interests from public responsibility, but must also give every appearance of this separation.

A real conflict of interest exists when a private interest exists leading to a personal benefit or gain. An apparent conflict of interest exists when there is a perception that a conflict of interest exists leading to a personal benefit or gain.

When a significant real or apparent conflict of interest arises the concerned parties shall discuss the matter with the Executive Committee. Commissioners or staff should raise the issue of a potential conflict of interest of another Commissioner or staff whenever they feel one exists and the person in question does not declare a real or apparent conflict of interest. All real conflicts of interest require compliance with Section 3.1. The Executive Committee will determine all apparent conflicts of interest. If there is an actual conflict of interest the Committee shall decide on a case-by-case basis whether an individual can participate in discussions but the individual shall not vote. Alternatively, if there is an apparent conflict of interest the Committee will decide whether and how an individual may participate and if the individual may vote.

Section 3.1 – Commissioners Action

In the event a conflict of interest as herein defined does or would result, the Commission shall act as follows:

Subsection 3.1.1 – Disclosure

In the event a proposed contract or material or labor is to be furnished to the Commission, the Commissioner shall state on the record the nature of his or her conflict of interest. He or she shall not communicate, either formally or informally, with any other Commissioner with respect to the awarding of such contract and shall not vote on the question of its issuance.

Subsection 3.1.2 – Disclosure of Fiduciary Relationship

In the event the Commissioner has fiduciary relationship with any individual, partnership, firm or corporation seeking to contract with the Commission, or to provide materials or labor thereto, or has a fiduciary interest in a project or a project before Act 250 or other regulatory board where the Commission is a party, such Commissioner shall, regardless of contract amount, state on the record the nature of his or her interest, refrain from all formal or informal discussion with any other Commissioner with respect to such contract or project, and shall not vote on the question of its issuance or approval or disapproval.

Subsection 3.1.3 – Form

Upon joining the Commission or at the beginning of the fiscal year, Commissioners will sign a form indicating that they have read and understand this Section.

Article 4 – Amendments

Upon recommendation of the Executive Committee or upon request by resolution through written ballot by a majority of the Commissioners any proposed amendment to the Charter and By-Laws shall first be sent to the Commissioners in preliminary form for consideration and comment for a period of not less than thirty days. Not later than thirty days after this period, the Executive Committee shall submit to the Commission, (1) a report summarizing the comments received and recommendations of the Executive Committee; and (2) if authorized by the Commission, the proposed amendment in final form as a written ballot. If submission of the amendment as a ballot is not authorized by the Commission, but within ninety days after issuance of the report such submission is requested by a petition signed by at least twenty-five percent of

the Commissioners, the Executive Committee shall, within thirty days following receipt of said petition, submit to the Commission a written ballot of the proposed amendment as originally submitted. Adoption of any amendments shall require the affirmative vote of two-thirds majority of the Commissioners.

Article 5 – Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the Commission in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

Amended by CCRPC September 23, 1991

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