

DRAFT JOINT BY-LAWS
2/15/2011

ARTICLE I. NAME, VISION AND MISSION

The name of this regional planning organization is the NewName. These by-laws shall regulate and govern the affairs of the NewName.

The NewName's organizational vision is to be a pre-eminent, integrated regional organization that plans for healthy, vibrant communities, economic development, and efficient transportation of people and goods while improving the region's livability.

The mission of the NewName is to act as the principal forum for planning, policy discussion, and community development in the region. We will do this by providing planning and technical assistance that meets the needs of our member municipalities and the public, while remaining consistent with our federal and state requirements. Our work will result in the development and implementation of plans that support sustainable development and improve the region's quality of life.

ARTICLE II. ENABLING LEGISLATION

The NewName is an organization that combines the previously separate Chittenden County Regional Planning Commission (CCRPC) and Chittenden County Metropolitan Planning Organization (CCMPO). The CCRPC and CCMPO were combined with the adoption of these bylaws and subsequent actions to form one combined organization by action of the CCRPC and CCMPO Boards of directors on _____, 2011.

The legal basis and powers for NewName serving as the region's regional planning commission stem from and are as stipulated in 24 V.S.A. Chapter 117, Section 4301 et seq., as amended, and such other laws as may be enacted by the General Assembly of the State of Vermont. The CCRPC was chartered by the municipalities of Chittenden County on May 2, 1966 with amendments to the original charter dated May 26, 1997 and September 28, 1998.

The CCMPO was designated by the Governor of Vermont on June 10, 1983 pursuant to Federal Highway Act of 1962, as amended (23 U.S.C. 101 et. seq.); the Urban Mass Transportation Act of 1964, as amended (49 U.S.C. 1601 et. seq.); and by agreements dated April 20, 1983 and January 28, 1998. In an agreement dated January 28, 1998 the CCMPO added membership to include the nine rural communities formerly members of the Rural Planning Organization.

These bylaws hereby replace the charter and bylaws of the CCRPC and bylaws of the CCMPO.

ARTICLE III. DUTIES AND RESPONSIBILITIES

In keeping with its purpose, the NewName will have the following duties and responsibilities:

- 1
- 2 A. In order to carry out the responsibilities of the regional planning commission, the NewName
- 3 should carry out the duties as stipulated in 24 V.S.A. Chapter 117, Section 4301 et seq., as
- 4 amended, and such other laws as may be enacted by the General Assembly of the State of
- 5 Vermont.
- 6
- 7 B. In order to carry out the responsibilities of the metropolitan planning organization (MPO),
- 8 the NewName should carry out the duties as stipulated in 23 CFR § 450.300 et seq., as
- 9 amended, and such other laws and rules as may be enacted by the Congress of the United
- 10 States, the United States Department of Transportation or the General Assembly of the State
- 11 of Vermont.
- 12
- 13 C. Member communities provide local match funds for NewName programs funded in the
- 14 annual work program under State and Federal law. Communities shall be assessed their
- 15 reasonable fair share based on their community’s proportional equalized education grand list
- 16 of the NewName region. The most current data available for this grand list shall always be
- 17 utilized in this distribution.
- 18
- 19

20 **ARTICLE IV. APPOINTMENT OF REPRESENTATIVES, TERM OF OFFICE & DUES**

21 A. Board Membership in NewName is as follows:

Bolton	Buels Gore
Burlington	Charlotte
Colchester	Essex
Essex Junction	Hinesburg
Huntington	Jericho
Milton	Richmond
St. George	Shelburne
South Burlington	Underhill
Westford	Williston
Winooski	
Vermont Agency of Transportation (VAOT)	US Federal Highway Administration (FHWA)
Agriculture	Industrial/Business
Socio-Economic-Housing	Conservation/Environmental
Burlington International Airport Commission (BIA)	Federal Transit Administration (FTA)
Chittenden County Transportation Authority (CCTA)	Railroad Industry

- 23
- 24 B. Each member municipality’s legislative body shall appoint a representative on the
- 25 NewName and that representative's alternate, with the alternate having voting privileges in
- 26 the absence of the representative. It is desirable that the representative be a member of the
- 27 legislative body. Representatives and alternates shall serve at the pleasure of their respective
- 28 legislative bodies and may be removed during their term. The term of the representatives and
- 29 alternates will be for two years beginning July 1st. Communities whose beginning letter falls
- 30 between A through K shall appoint a representative in even numbered years; and,

1 communities whose beginning letter falls from L through Z shall appoint a representative in
 2 odd numbered years. Appointments by legislative bodies to fill a vacancy shall be for the
 3 unexpired term.

4
 5 C. All non-municipal Board members are At-Large Board members. At-large Board members
 6 with the exceptions noted in paragraphs D and E following, shall be appointed for a term of
 7 two years in even numbered years by approval of the NewName at the June meeting.

8
 9 D. The Vermont Secretary of Transportation or his/her designated alternate will represent the
 10 State of Vermont Agency of Transportation

11
 12 E. The following entities will appoint their respective representatives and alternates: FHWA,
 13 FTA, CCTA, and the Burlington International Airport Commission.

14
 15
 16 **Article V. QUORUM & VOTING**

17
 18 A. MPO business is defined as votes to adopt or make major amendments to the Transportation
 19 Improvement Program (TIP), the transportation-funded portion of the Unified Planning Work
 20 Program (UPWP) and budget, the Metropolitan Transportation Plan (MTP), or a
 21 Memorandum of Understanding with the State of Vermont Agency of Transportation as
 22 required per 23 CFR § 450.300 et seq. Upon adoption, the MTP shall be integrated into and
 23 become part of the NewName Regional Plan

24
 25 B. MPO voting - When conducting MPO business, the voting power of the NewName shall
 26 consist of a total of 24 votes apportioned as follows:

Municipality	Votes	Municipality	Votes
Bolton	1	Burlington	4
Charlotte	1	Colchester	2
Essex	1	Essex Junction	1
Hinesburg	1	Huntington	1
Jericho	1	Milton	1
Richmond	1	St. George	1
Shelburne	1	South Burlington	2
Underhill	1	Westford	1
Williston	1	Winooski	1
VT Agency of Transportation	1		

27
 28
 29 A majority of the voting power (i.e. 13 of 24 votes) shall constitute a quorum for the
 30 transaction of MPO business at meetings. A majority of the voting power (i.e. 13 of 24
 31 votes) and a majority of the municipalities (10 of 18) is required to adopt or amend MPO
 32 business.

33
 34 Notwithstanding the need to make adjustments as a result of official corrections to the
 35 decennial census urbanized area boundary, the NewName shall review, and amend as it
 36 deems appropriate, it's voting mechanisms and voting distribution for the purposes of MPO

1 business within one year of the publication of each decennial census urbanized area
2 boundary.

- 3
4 C. All other business - For the purposes of voting on all other business, FHWA, Vermont
5 Agency of Transportation, CCTA, Railroad Industry, FTA and Burlington International
6 Airport Commission are non-voting Board members A majority of the total of municipal and
7 voting at-large Board members shall constitute a quorum for the transaction of all other
8 business at meetings of the NewName. Each Board member has one vote. At-large Board
9 members shall not vote on approving municipal plans and planning processes per 24 V.S.A.
10 Chapter 117, Section 4350.

11
12
13 **ARTICLE VI. EXECUTIVE DIRECTOR**

14
15 A. Executive Director who shall:

- 16 1) Be responsible to the NewName.
17 2) Conduct a regional planning program, within the framework of 24 V.S.A., Chapter 117,
18 and other state statutes relevant to regional planning.
19 3) Carry out all aspects of the regional transportation planning program.
20 4) Manage contracts with consultants for the purpose of implementing the duly adopted
21 Unified Planning Work Program.
22 5) Recommend changes to the bylaws, etc. to reflect the passage of new Federal or state
23 legislation.
24 6) Be responsible for the office.
25 7) Hire and manage staff including consultation with the Executive Committee when hiring
26 the Assistant/MPO Director.
27 8) Be in charge of all general correspondence of the NewName.
28 9) Assist the Secretary-Treasurer, and in this capacity shall be responsible for:
29 a) keeping minutes of regular and special meetings of the NewName;
30 b) notifying Board members of their election to office or appointment to committees;
31 c) receiving all money due the NewName.
32 10) Prepare an annual budget and UPWP, including estimated revenues and expenditures, for
33 the fiscal year to be reviewed by the Executive Committee of the NewName prior to
34 submission for approval by the full Board.
35 11) Disburse the funds in accordance with the budget and as authorized by the Secretary-
36 Treasurer.
37 12) Keep accounts which shall at all times be open to inspection by the Board members.
38 13) Undertake such other duties as the NewName shall assign.
39 14) Prepare an annual written report after the completion of each fiscal year.
40 15) Prepare a calendar for the ensuing year, which shall be presented to the NewName.
41 16) Prepare quarterly financial reports in a format approved by the Executive Committee and
42 the NewName.

- 43
44 B. Job descriptions and responsibilities for additional staff shall be on file.

45
46
47 **ARTICLE VII. OFFICERS & EXECUTIVE COMMITTEE**

48

1 A. Election and Duties of Officers and Executive Committee

2 The NewName shall annually elect three officers, a Chair, Vice-Chair, and Secretary/
3 Treasurer. In addition, the NewName shall annually elect two municipal Board members to
4 the Executive Committee. One municipal Board member of the Executive Committee shall
5 represent a community of 5000+ population; the other, a community of less than 5000
6 population, based on information from the latest census or population estimate completed by
7 the US Census Bureau.

8
9 The Board Development Committee shall render its report of nominations to fill ensuing
10 vacancies, at the last official meeting of the NewName prior to the June meeting. The
11 Committee shall solicit nominations via notice sent by USPS mail to all commissioners and
12 alternates at least 45 days prior to the Annual Meeting. The Board Development Committee
13 may nominate one or more candidates for each office. Candidates may also be nominated
14 from the floor.

15
16 The officers of the NewName shall be elected by a majority of the Board members voting.
17 The results of the voting shall be announced at the June meeting of each year. In the event a
18 majority for any office is not reached, the top two vote getters will have a run-off election
19 and the NewName will continue to vote until a majority is reached.

20
21 B. Qualifications and Duties of Officers

- 22
23 1) As a qualification for office, the Chair shall have served at least one year as a
24 representative on the NewName or its predecessor organizations. The Chair shall have
25 the power to call special meetings, and establish agendas, preside over NewName
26 meetings and, with concurrence of the NewName, establish and appoint committees and
27 their members. The NewName will have at least those committees delineated in Article
28 XI of these by-laws.
- 29 2) The Vice-Chair shall serve in the absence of the Chair, and in his/her absence have the
30 same powers as the Chair.
- 31 3) The Secretary/Treasurer shall be responsible for such secretarial and financial duties as
32 are customary to the office.

33
34 C. Membership and Election of Executive Committee

35 The members of the Executive Committee shall consist of six members: the Chair, Vice-
36 Chair, Secretary-Treasurer, immediate past Chair and two municipal members elected at the
37 June meeting. In the event of a vacancy existing between annual elections, the NewName
38 shall elect a municipal member of the Executive Committee to serve until the next annual
39 meeting.

40
41 D. Terms of Office

42 The terms of office of Executive Committee members shall begin immediately after the
43 June meeting of each year at which they are declared elected and shall end immediately after
44 the next June meeting unless re-elected; but officers shall hold office until their successors
45 have been elected and installed. The Chair, Vice Chair and Secretary-Treasurer shall serve
46 no longer than two years in any one office. Municipal members of the Executive
47 Committee may not serve more than four consecutive years in that position.

48

1 E. Purpose, Power and Duties of the Executive Committee

2 The purpose of the Executive Committee shall be to facilitate the administration of the
3 NewName, ensure that policy and planning recommendations are brought before the Board,
4 and ensure that the decisions of the NewName are implemented.

5
6 The Executive Committee shall be subject to the orders of the NewName voting membership,
7 and none of its acts shall conflict with action taken by the NewName. The duties of the
8 Executive Committee will include, but not be limited to, the following:

- 9
10 1) to monitor and assure the implementation of NewName Board of Director decisions;
11 2) to oversee the development of the agenda for NewName meetings;
12 3) to oversee the affairs of the NewName between its regular meetings but to act for the
13 NewName only when immediate action is required and the NewName Board of Directors
14 would not be able to take the necessary action;
15 4) to annually recommend to the full NewName at the June meeting representatives and
16 alternate representatives At-Large to be elected to represent the categories prescribed in
17 Article IV. A.
18 5) to oversee the activities of the Finance Committee (FC), Board Development Committee
19 (BDC), Unified Planning Work Program Committee (UPWPC), Transportation Advisory
20 Committee (TAC), Planning Advisory Committee (PAC), and Long Range Planning
21 Committee (LRPC) and to review Committee recommendations prior to submission to
22 the Board of Directors;
23 6) to oversee organizational and personnel policies;
24 7) to employ, support, and annually review an Executive Director, subject to NewName
25 approval;
26 8) to assist the Executive Director in the hiring of the Assistant/MPO Director;
27 9) to determine, recommend and transmit to the NewName for approval all
28 recommendations concerning public policy and plan recommendations forthcoming from
29 the NewName's program, which would affect the Chittenden County region and its
30 individual constituent cities and towns;
31 10) to develop and update the NewName strategic plan and report findings to the Board of
32 Directors;
33 11) to establish sub-committees on an as needed basis;
34 12) and to submit a written report of its activities and/or minutes of its meetings prior to each
35 NewName meeting.
36

37 F. Executive Committee Meetings

38 Meetings will be held, at a minimum, in advance of the regular meeting of the NewName.
39 Special meetings can be called at the request of the Chair or the Executive Director. A quorum
40 to conduct business shall consist of four members.

41
42 **Article VIII. MEETINGS**

43
44 The rules of procedures of the NewName shall be Robert's Rules of Order. These procedures
45 will be followed except where superseded by these by-laws.
46

47 Board members will be sent their meeting notification, agendas, and appropriate documents at
48 least one week prior to the actual meeting date, except in the case of special meetings. The

1 NewName shall comply with the Vermont Open Meeting Law (1 V.S.A. § 310 et seq.). Special
2 meetings may be called by the Chair or by a combined group of 50 percent or more of the voting
3 Board members.

4
5 The NewName Board may employ a “Consent Agenda” process when appropriate for expediting
6 minor administrative actions related to the efficient operation of the NewName and the
7 management of NewName programs and documents (e.g., qualifying TIP amendments). Any
8 administrative change to NewName documents, policies, or procedures, other than items defined
9 in Article X of these by-laws, may be identified and included in the Consent Agenda element of
10 the full agenda for a regularly-schedule Board meeting.

11
12 At the beginning of each Board meeting, under the “Changes to the Agenda” item, the Chair will
13 entertain requests from any Board member to move individual Consent Agenda items to the
14 Deliberative Agenda for discussion and action. The Board will then act on the Consent Agenda.
15 If a Consent Agenda item is moved to the Deliberative Agenda for discussion and action, Board
16 members will have the opportunity to request additional information on the item from staff,
17 municipalities, and/or agencies, as appropriate. The Board may then (1) move and vote to
18 approve the item moved from the Consent Agenda to the Deliberative Agenda, at which time the
19 subject administrative change becomes effective, or (2) move and vote to send the change to the
20 appropriate body (e.g., Executive Committee, TAC, or staff) for further review and
21 recommendation.

22 23 24 **Article IX. FISCAL YEAR & MEETING DATES**

25
26 The NewName’s fiscal year shall be July 1st through June 30th.

27
28 The Annual Meeting shall be set by the Executive Committee and affirmed by the NewName
29 Board.

30
31 The June Meeting of the NewName shall each year include the election of the organization’s
32 Officers and the Executive Committee.

33
34 The NewName Board shall annually establish the day, time, and location of the NewName
35 regular meetings . Meetings of the NewName shall be conducted at least quarterly.

36 37 38 **Article X. ADOPTIONS OR AMENDMENTS.**

39 40 A. Bylaws

41 Upon recommendation of the Executive Committee or upon request by resolution through
42 written ballot by a majority of the Board members any proposed amendment to the By-Laws
43 shall first be sent to the Board members and the Board member municipalities’ legislative bodies
44 in preliminary form for consideration and comment for a period of not less than thirty days. Not
45 later than thirty days after this period, the Executive Committee shall submit to the NewName,
46 (1) a report summarizing the comments received and recommendations of the Executive
47 Committee; and (2) if authorized by the NewName, the proposed amendment in final form as a
48 written ballot. If submission of the amendment as a ballot is not authorized by the NewName,

1 but within ninety days after issuance of the report such submission is requested by a petition
2 signed by at least twenty-five percent of the Board members, the Executive Committee shall,
3 within thirty days following receipt of said petition, submit to the NewName a written ballot of
4 the proposed amendment as originally submitted. Adoption of any amendments shall require the
5 affirmative vote of two-thirds majority of the Board members.
6

7 B. MPO Business

8 Before the NewName may adopt or make other than minor amendments or administrative
9 changes to MPO business, notice to Board member municipalities' legislative bodies and to the
10 general public shall be given consistent with the Public Participation Plan.
11

12 Minor amendments to the UPWP, such as reallocating dollars between approved tasks, can be
13 done with NewName Board approval, without a public hearing.
14

15 No person shall challenge the validity of the TIP, UPWP, or MTP as adopted according to this
16 article, for procedural defects, after thirty (30) days following the day on which it was adopted.
17

18 C. Regional Plan

19 The NewName shall hold public hearings and seek comments on a proposed Regional Plan or
20 amendments consistent with 24 V.S.A. Chapter 117, Section 4348. The NewName shall hold
21 public hearings and review municipal plans and planning processes consistent with 24 V.S.A.
22 Chapter 117, Section 4350.
23

24 **Article XI. COMMITTEES**

25
26 There shall be committees of the NewName as described herein. All NewName Board members
27 are encouraged to participate in a minimum of at least one standing committee. The Chair may
28 appoint Ad hoc committees for a specific purpose with the approval of the NewName.
29 Committees should include subject matter experts as needed to provide advice to the NewName
30 Board.
31

32 33 A. Finance Committee (FC)

34
35 The Finance Committee shall oversee the NewName finances and matters related to
36 organizational finances as specifically described in items 1-8 of this section.
37

38 The Chair of the Finance Committee shall be the NewName Secretary/Treasurer. There shall
39 be up to 3 additional members including the NewName Vice Chair and two members of the
40 Board of Directors.
41

42 The Finance Committee shall meet on a quarterly basis or as needed to conduct the following
43 activities:

- 44 1) Oversee NewName finances;
- 45 2) oversee the NewName annual budget development and report findings to the
46 Executive Committee in cooperation with the Unified Planning Work Plan
47 Committee;
- 48 3) oversee the NewName annual audit and report findings to the Executive Committee;

- 1 4) oversee the staff benefit structure on an annual basis and report recommendations
- 2 and/or findings to the Board;
- 3 5) oversee the staff compensation pool recommendations on an annual basis and report
- 4 recommendations and/or findings to the Board;
- 5 6) oversee the development of a compensation study on a five year basis and report
- 6 recommendations/findings to the Board;
- 7 7) conduct other duties as assigned by the Board and/or Executive Committee;
- 8 8) and establish sub-committees on an as needed basis.

9
10 B. Board Development Committee (BDC)

11
12 The Board Development Committee shall oversee the NewName Nominating process,
13 updates to the NewName bylaws, Board member development, communications, and
14 engagement as specifically described in items 1-10 of this section.

15
16 The Chair of the Board Development Committee shall be the NewName Immediate Past
17 Chair (should there not be an available Immediate Past Chair the Executive Committee shall
18 appoint a Chair). There shall be up to 4 additional members of the Board of Directors.

19
20 The Board Development Committee shall meet on a semi-annual basis or as needed to
21 conduct the following activities:

- 22 1) Prepare a slate of officers;
- 23 2) review and recommend updates of the NewName bylaws on an as needed basis and
- 24 report findings to the Executive Committee;
- 25 3) conduct new Board member recruitment in coordination with municipal legislative
- 26 bodies;
- 27 4) oversee Board member training and development;
- 28 5) conduct Board performance evaluations;
- 29 6) oversee and conduct NewName outreach and communications (or delegate to an ad
- 30 hoc Community Engagement Committee);
- 31 7) oversee and conduct NewName marketing and branding (or delegate to an ad hoc
- 32 Community Engagement Committee);
- 33 8) review and recommend updates of the NewName Public Participation Plan on an as
- 34 needed basis (or delegate to an ad hoc Community Engagement Committee) and
- 35 report findings to the Executive Committee;
- 36 9) conduct other duties as assigned by the Board and/or Executive Committee;
- 37 10) and establish sub-committees on an as needed basis.

38
39 C. Unified Planning Work Plan Committee (UPWPC)

40
41 The Unified Planning Work Plan Committee shall oversee the NewName annual work plan
42 development process as specifically described in items 1-5 of this section.

43
44 The Chair of the Unified Planning Work Plan Committee shall be a Board member. There
45 shall be up to 12 members as follows:

- 46 • 3-5 Board members
- 47 • 2 Transportation Advisory Committee members
- 48 • 2 Planning Advisory Committee members

- 1 • Vermont Agency of Transportation
- 2 • Federal Highway Administration (ex-officio, non-voting)
- 3 • Chittenden County Transit Authority (ex-officio, non-voting)
- 4

5 The Unified Planning Work Plan Committee shall meet on a semi-annual basis or as needed
6 to conduct the following activities:

- 7 1) Develop a draft annual Unified Planning Work Program (UPWP) and report findings
8 to the Executive Committee in cooperation with the Finance Committee;
- 9 2) review and recommend updates to the UPWP development process policies on an as
10 needed basis and report findings to the Executive Committee;
- 11 3) develop performance measures to monitor the implementation of the UPWP, update
12 the performance measures on an as needed basis, monitor the implementation of the
13 UPWP using the established performance measures and report findings to the
14 Executive Committee;
- 15 4) conduct other duties as assigned by the Board and/or Executive Committee;
- 16 5) and establish sub-committees on an as needed basis.
- 17

18 D. Transportation Advisory Committee (TAC)

19

20 The Transportation Advisory Committee shall oversee the NewName transportation activities
21 and policy development funded primarily through the Federal Highway Administration
22 Metropolitan Planning Organization (MPO) program as specifically described in items 1-11
23 of this section.

24

25 The Chair of the Transportation Advisory Committee shall be a TAC member. There shall
26 be up to 33 members and representatives of organizations as follows:

- 27 • 1 Board members
- 28 • Representatives of the 18 municipalities eligible to vote on MPO business as
29 described in Article V. A.
- 30 • Vermont Agency of Transportation
- 31 • Federal Highway Administration
- 32 • Chittenden County Transit Authority
- 33 • Burlington International Airport
- 34 • Campus Area Transportation Management Association
- 35 • Special Services Transportation Agency
- 36 • Person representative of the Business Community
- 37 • Person representative of the Disabled Community
- 38 • Person representative of the Elderly Community
- 39 • Person representative of the Environmental Community
- 40 • Person representative of the Freight Shippers/Receivers Community
- 41 • Person representative of the Bicycle and/or Pedestrian Community
- 42 • Person representative of the Private/Intercity Bus Providers
- 43 • Person representative of the Rail Industry
- 44

45 The terms of TAC members will be for two years beginning July 1st, communities whose
46 beginning letter falls between A and K shall appoint a representative in odd numbered years
47 and communities whose beginning letter falls from L through Z shall appoint a representative

1 in even numbered years. Appointments of all other members will be on an annual basis by
2 the Board Chair. Appointments to fill a vacancy shall be for the unexpired term.

3
4 The Transportation Advisory Committee shall meet on a monthly basis or as needed to
5 conduct the following activities:

- 6 1) Review Metropolitan Transportation Plan (MTP) updates, revisions, and amendments
7 as developed by the Long Range Planning Committee;
- 8 2) review and recommend to the Board the Transportation Improvement Program (TIP)
9 and TIP amendments, Sidewalk and Transportation Enhancement Grant program
10 recommendations and priorities and other program ranking recommendations as
11 needed;
- 12 3) review and recommend technical planning/engineering studies for inclusion in the
13 UPWP;
- 14 4) review and present completed MPO funded planning and scoping studies to the
15 Board;
- 16 5) oversee the selection of consultants to be retained for MPO funded projects and
17 programs;
- 18 6) evaluate and prioritize MPO funded technical assistance;
- 19 7) review and suggest revisions to staff and consultant MPO funded technical assistance
20 work;
- 21 8) undertake MPO related technical and policy activities similar to the Planning
22 Advisory Committee;
- 23 9) coordinate transportation land use activities with the Planning Advisory Committee;
- 24 10) conduct other duties as assigned by the Board and/or Executive Committee;
- 25 11) and establish sub-committees on an as needed basis.

26
27 E. Planning Advisory Committee (PAC)

28 The Planning Advisory Committee shall oversee the NewName regional planning activities
29 and policy development as specifically described in items 1-13 of this section.

30
31 The Chair of the Planning Advisory Committee shall be a PAC member. There shall be up to
32 31 members and representatives of organizations as follows:

- 33 • 1 Board members
- 34 • Representatives of the 18 municipalities and Buels Gore
- 35 • 3-5 members of public/interest groups
- 36 • Vermont Agency of Transportation and other interested state agencies (ACCD, ANR,
37 AOA)
- 38 • Federal Highway Administration (ex-officio, non-voting)
- 39 • Chittenden County Transit Authority (ex-officio, non-voting)

40
41 The terms of PAC members will be for two years beginning July 1st, communities whose
42 beginning letter falls between A and K shall appoint a representative in odd numbered years
43 and communities whose beginning letter falls from L through Z shall appoint a representative
44 in even numbered years. Appointment of all other members will be on an annual basis by the
45 Board Chair. Appointments to fill a vacancy shall be for the unexpired term.

46
47 The Planning Advisory Committee shall meet on a quarterly basis or as needed to conduct

1 the following activities:

- 2 1) Review municipal plans (with the inclusion of ad hoc Committee members from the
3 involved and adjacent communities);
- 4 2) review and make recommendations to the Board regarding Act 250 and Section 248
5 policy and projects of regional significance;
- 6 3) review and recommend regional planning technical/planning/engineering studies for
7 inclusion in the UPWP;
- 8 4) provide interface between the Board, work groups and functions related to cross
9 cutting planning issues and the Regional Plan;
- 10 5) develop regional planning policy recommendations for Board consideration and/or
11 action;
- 12 6) provide guidance to MTP, UPWP, and TIP development, and other transportation
13 planning processes, on issues or projects of a regional nature;
- 14 7) oversee the selection of regional planning and MTP consultants to be retained for
15 projects and programs;
- 16 8) evaluate and prioritize regional planning technical assistance;
- 17 9) review and make recommendations to the Board regarding Regional Plans of adjacent
18 regions;
- 19 10) undertake regional planning related technical and policy activities similar to the
20 Transportation Advisory Committee;
- 21 11) coordinate transportation land use activities with the Transportation Advisory
22 Committee;
- 23 12) conduct other duties as assigned by the Board and/or Executive Committee;
- 24 13) and establish sub-committees on an as needed basis.

25
26 F. Long Range Planning Committee (LRPC)

27
28 The Long Range Planning Committee shall oversee the NewName development of the
29 Metropolitan Transportation Plan (MTP), the Regional Plan (RP), and other associated long
30 range planning activities as specifically described in items 1-8 of this section.

31
32 The Chair of the Long Range Planning Committee shall be a Board member. There shall be
33 up to 14 members and representatives of organizations as follows:

- 34 • 3-6 Board members
- 35 • Up to 2 TAC members
- 36 • Up to 2 PAC members
- 37 • Up to 3 members of public/interest groups
- 38 • Vermont Agency of Transportation

39
40 The Long Range Planning Committee shall meet on a semi-annual basis or as needed to
41 conduct the following activities:

- 42 1) Develop the Metropolitan Transportation Plan at least every five years and present to
43 the Board for adoption;
- 44 2) develop the Regional Plan at least every eight years and present to the Board for
45 adoption;
- 46 3) develop policy recommendations related to the MTP and RP for Board consideration
47 and/or action;

- 1 4) Provide guidance to the MTP, RP, UPWP, and TIP development and other land use
- 2 transportation planning processes on issues and/or projects of a long range planning
- 3 nature;
- 4 5) Coordinate activities with the TAC and PAC to assure consistency in plans and policy
- 5 recommendations to the Board;
- 6 6) Prepare an annual report of indicators to benchmark the region's progress towards
- 7 meeting regional and transportation planning goals;
- 8 7) conduct other duties as assigned by the Board and/or Executive Committee;
- 9 8) and establish sub-committees on an as needed basis.

10 **Article XII. Resolving Conflicting Interests**

11 A. Preamble

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

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

21 Such a conflict would arise when (1) a Board member, (2) any member of his or her immediate
22 family, (3) his or her partner, or (4) an organization which employs or is about to employ any
23 of (1) through (3) above, have a financial or other interest in the firm selected for the award.

24 Board members of both the NewName and the NewName's subgrantees will neither solicit nor
25 accept gratuities, favors, or items of value (excluding calendars, pens, and other nominal items)
26 from contractors, potential contractors, or parties to sub-agreements.

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

36 B. Board Members Action

37 In the event a real conflict of interest, as herein defined, does or would result, the Board member
38 shall act as follows:

- 39 1) Disclosure. In the event a proposed contract, material or labor is to be furnished to the
- 40 NewName, the Board member shall state on the record the nature of his or her conflict of
- 41 interest. He or she shall not communicate, either formally or informally, with any other
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1 Board member with respect to the awarding of such contract and shall not vote on the
2 question of its issuance.

3 2) Disclosure of Fiduciary Relationship. In the event the Board member has fiduciary
4 relationship with any individual, partnership, firm or corporation seeking to contract with
5 the NewName, or to provide materials or labor thereto, or has a fiduciary interest in a
6 project or a project before Act 250 or other regulatory board where the NewName is a
7 party, the Board member shall, regardless of contract amount, state on the record the
8 nature of his or her interest, refrain from all formal or informal discussion with any other
9 Board members with respect to such contract or project, and shall not vote on the
10 question of its issuance or approval or disapproval.

11 3) Form. Upon joining the NewName or at the beginning of the fiscal year, Board members
12 will sign a form indicating that they have read and understand this Section.
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15 **ARTICLE XIII. APPROPRIATIONS TO THE NEWNAME**

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17 The NewName may receive and expend monies from any source.
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21 CCRPC Charter

22 ADOPTED by the Commission May 2, 1966.

23 AMENDED by the Commission May 26, 1997

24 AMENDED by the Commission September 28, 1998
25

26 CCRPC Bylaws

27 Amended by CCRPC September 23, 1991

28 Amended by CCRPC May 27, 1997

29 Amended by CCRPC February 27, 2006
30

31 CCMPO Bylaws

32 Adopted by the Chittenden County Metropolitan Planning Organization July 15, 1983.

33 Amended March 16, 1984, December 17, 1984, May 28, 1985, July 23, 1985, July 11, 1988,

34 April 17, 1990, August 25, 1993, January 28, 1998, March 17, 1999, December 18, 2002, July

35 21, 2004, and June 20, 2007.