



## **Agenda**

### **Board Development Committee**

**Wednesday, December 14, 2016 – 5:30 p.m.**

**Small Conference Room, CCRPC Offices**

**or via teleconference: 1-712-432-0265**

Participant code: 856610#

**110 West Canal Street, Suite 202, Winooski, VT**

1. Changes to the Agenda, Members' Items (Action)
2. Approval of minutes of 11/9 meeting\* (Action)
3. Review and recommend Draft Bylaws dated 12/07/16 to the CCRPC Board\* (Action)
4. Other Business (Action)
5. Adjournment (Action)

\*Attachments

NEXT MEETING - none

CHITTENDEN COUNTY REGIONAL PLANNING COMMISSION  
Board Development Committee  
Meeting Minutes

Date: Wednesday, November 9, 2016  
Time: 5:30 p.m.  
Place: CCRPC offices; 110 W. Canal Street; Suite 202; Winooski, VT 05404

Members present: Andy Montroll and Catherine McMains via teleconference. Jeff Carr in person. Staff present: Charlie Baker, Exec. Director

1. Committee chair, Andy Montroll opened the meeting at 5:30pm.
2. Changes to the Agenda, Members' Items – no changes.
3. Minutes - Catherine moved and Andy seconded approval of the October 12, 2016 minutes. All in favor.
4. Review and revise Draft Bylaws\* - Andy reviewed the four major changes as follows. Adding the CWAC if so recommended by the CWAC. Changing the term limits for officers from two to four years. The municipal service agreement provisions were reviewed including changes suggested by the Executive Committee at their meeting on November 2<sup>nd</sup>. The paragraph discussing board member participation in committees was also revised for more clarity. After making minor edits it was agreed that this draft should be reviewed by the full board at their November 19<sup>th</sup> meeting. The updated bylaws are attached.
5. Adjournment – Jeff moved adjournment, Catherine seconded. All in favor. Meeting adjourned at 5:58.

Respectfully submitted,

Charlie Baker

Attachment: Draft bylaws dated 11/9/16

1                   **CHITTENDEN COUNTY REGIONAL PLANNING COMMISSION**  
2   **BYLAWS**  
3   **DRAFT – 12/7/2016**

4  
5  
6                   **ARTICLE I. NAME, VISION AND MISSION**

7  
8                   The name of this regional planning organization is the Chittenden County Regional Planning  
9                   Commission. These by-laws shall regulate and govern the affairs of the Chittenden County  
10                  Regional Planning Commission.

11  
12                  The Chittenden County Regional Planning Commission's organizational vision is to be a pre-  
13                  eminent, integrated regional organization that plans for healthy, vibrant communities, economic  
14                  development, and efficient transportation of people and goods while improving the region's  
15                  livability.

16  
17                  The mission of the Chittenden County Regional Planning Commission is to act as the principal  
18                  forum for planning, policy and community development in the region. We will do this by  
19                  providing planning and technical assistance that meets the needs of our member municipalities  
20                  and the public, while remaining consistent with our federal and state requirements. Our work  
21                  will result in the development and implementation of plans that support sustainable development  
22                  and improve the region's quality of life and environment.

23  
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25                  **ARTICLE II. ENABLING LEGISLATION**

26  
27                  The Chittenden County Regional Planning Commission is an organization that combines the  
28                  previously separate Chittenden County Regional Planning Commission (CCRPC) and  
29                  Chittenden County Metropolitan Planning Organization (CCMPO). The CCRPC and CCMPO  
30                  were combined with the adoption of these bylaws and subsequent actions to form one combined  
31                  organization by action of the CCRPC and CCMPO Boards of Directors on May 18, 2011.

32  
33                  The legal basis and powers for Chittenden County Regional Planning Commission serving as the  
34                  region's regional planning commission stem from and are as stipulated in 24 V.S.A. § 4301 et  
35                  seq., as amended, 24 V.S.A. § 4345 et seq. and such other laws as may be enacted by the General  
36                  Assembly of the State of Vermont. The CCRPC was chartered by the municipalities of  
37                  Chittenden County on May 2, 1966 with amendments to the original charter dated May 26, 1997  
38                  and September 28, 1998 and is funded in part through the State of Vermont property transfer tax  
39                  as outlined in 24 V.S.A. § 4306(a). To the extent a conflict exists with a provision in Vermont  
40                  statutes governing regional planning commissions, the Vermont statutes will control.

41  
42                  The CCMPO conducts Metropolitan Transportation Planning pursuant to 23 U.S.C. 134 and was  
43                  designated by the Governor of Vermont on June 10, 1983 pursuant to Federal Highway Act of  
44                  1962, as amended (23 U.S.C. 101 et. seq.); the Urban Mass Transportation Act of 1964, as  
45                  amended (49 U.S.C. 1601 et. seq.); and by agreements dated April 20, 1983 and January 28,  
46                  1998 to serve as the metropolitan planning organization (MPO). In an agreement dated January  
47                  28, 1998 the CCMPO added membership to include the nine rural communities formerly

1 members of the Chittenden County Rural Planning Organization.

2  
3 These bylaws hereby replace the charter and bylaws of the CCRPC and bylaws of the CCMPO.

4  
5  
6 **ARTICLE III. DUTIES, RESPONSIBILITIES AND DUES**

7  
8 In keeping with its purpose, the Chittenden County Regional Planning Commission will have the  
9 following duties and responsibilities:

10  
11 A. In order to carry out the responsibilities of the regional planning commission, the Chittenden  
12 County Regional Planning Commission should carry out the duties as stipulated in 24 V.S.A.  
13 Chapter 117, Section 4301 et seq., as amended, and such other laws as may be enacted by the  
14 General Assembly of the State of Vermont.

15  
16 B. In order to carry out the responsibilities of the metropolitan planning organization (MPO),  
17 the Chittenden County Regional Planning Commission should carry out the duties as  
18 stipulated in 23 CFR § 450.300 et seq., as amended, and such other laws and rules as may be  
19 enacted by the Congress of the United States, the United States Department of Transportation  
20 or the General Assembly of the State of Vermont.

21  
22 C. Member communities provide local match funds for Chittenden County Regional Planning  
23 Commission programs funded in the annual work program under State and Federal law.  
24 Communities shall be assessed their reasonable fair share based on their community's  
25 proportional equalized education grand list of the Chittenden County Regional Planning  
26 Commission region. The most current data available for this grand list shall always be  
27 utilized in this distribution

28  
29 D. The duties and responsibilities of members and alternates will be articulated in job  
30 descriptions developed by the Chittenden County Regional Planning Commission.

31  
32 ~~D.E.~~ The Chittenden County Regional Planning Commission may enter into municipal service  
33 agreements to promote cooperative arrangements and coordinate, implement, and administer  
34 service agreements among municipalities, including arrangements and action with respect to  
35 planning, community development, joint purchasing, inter-municipal services, infrastructure,  
36 and related activities; and exercise any power, privilege, or authority, as defined within a  
37 service agreement under section XI of this bylaw, capable of exercise by a municipality as  
38 necessary or desirable for dealing with problems of local or regional concern.

39  
40  
41

**ARTICLE IV. APPOINTMENT OF REPRESENTATIVES, TERM OF OFFICE**

A. Board Membership in Chittenden County Regional Planning Commission is as follows:

Bolton	Buel's 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 (BIA)	Federal Transit Administration (FTA)
Chittenden County Transportation Authority (CCTA)	Railroad Industry

B. Each member municipality's locally elected legislative body shall appoint a representative (Municipal Representative) to the Chittenden County Regional Planning Commission and that representative's alternate, with the alternate having voting privileges in the absence of the representative. It is desirable that the Municipal Representative be a current or past member of the locally elected legislative body. Municipal Representatives and alternates shall serve at the pleasure of their respective locally elected legislative bodies and may be removed during their term. The term of the Municipal Representative and alternate will be for two years beginning July 1<sup>st</sup>. Communities whose beginning letter falls between A through K shall appoint a representative for even numbered fiscal years; and, communities whose beginning letter falls from L through Z shall appoint a representative for odd numbered fiscal years. Appointments by locally elected legislative bodies to fill a vacancy shall be for the unexpired term.

C. Regional Board members represent the following sectors: Agriculture, Socio-Economic-Housing, Industrial/Business, and Conservation/Environmental. Staff shall solicit nominees from stakeholder organizations. Regional Board members shall be appointed by the Chittenden County Regional Planning Commission for a term of two years for even numbered fiscal years at the June meeting. Regional Board members shall serve at the pleasure of the Chittenden County Regional Planning Commission and may be removed during their term.

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

- 1 E. The following Transportation Board Members will appoint their respective representatives  
2 and alternates: FHWA, FTA, CCTA, and the BIA. The Railroad Industry shall be  
3 represented by a representative each from Vermont Rail Systems and New England Central  
4 Railroad who will alternate years as the primary and alternate representative.  
5 Representatives of these organizations serve at the pleasure of their appointing bodies.  
6

7  
8 **Article V. QUORUM & VOTING**  
9

- 10 A. MPO business is defined comprehensively to include all activities undertaken by the  
11 Chittenden County Regional Planning Commission to carry out its responsibilities and  
12 authority as a metropolitan planning organization.  
13  
14 B. MPO voting. When conducting MPO business, the voting power of the Chittenden County  
15 Regional Planning Commission shall consist of a total of ~~24~~25 votes apportioned as follows:  
16

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	<u>Chittenden County Transportation Authority</u>	<u>1</u>

17  
18  
19 Municipalities that are incorporated shall each have at least one vote. A majority of the  
20 voting power (i.e. 13 of ~~24~~25 votes) shall constitute a quorum for the transaction of MPO  
21 business at meetings. A majority of the voting power (i.e. 13 of ~~24~~25 votes) and a majority  
22 of the municipalities (10 of 18) is required to adopt or amend MPO business.  
23

24 Notwithstanding the need to make adjustments as a result of official corrections to the  
25 decennial census urbanized area boundary, the Chittenden County Regional Planning  
26 Commission shall review, and amend as it deems appropriate, its voting mechanisms and  
27 voting distribution for the purposes of MPO business within one year of the publication of  
28 each decennial census urbanized area boundary.  
29

- 30  
31 C. All other business. For the purposes of voting on all other business, including elections,  
32 FHWA, VAOT, CCTA, Railroad Industry, FTA and BIA are non-voting Board members. A  
33 majority of the total of Municipal and Regional Board members shall constitute a quorum for

1 the transaction of all other business at meetings of the Chittenden County Regional Planning  
2 Commission unless otherwise noted. Each Board member has one vote. Only Municipal  
3 Board members shall vote on approving municipal plans and planning processes per 24  
4 V.S.A. § 4350.

5  
6  
7 **ARTICLE VI. EXECUTIVE DIRECTOR**  
8

9 A. Executive Director shall:

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

44  
45 B. Job descriptions and responsibilities for additional staff shall be on file.  
46

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2  
3 **ARTICLE VII. OFFICERS & EXECUTIVE COMMITTEE**  
4

5 A. Election of Officers and Executive Committee

6 The Chittenden County Regional Planning Commission shall annually elect three officers, a  
7 Chair, Vice-Chair, and Secretary/ Treasurer. In addition, the Chittenden County Regional  
8 Planning Commission shall annually elect two municipal Board members to the Executive  
9 Committee. One municipal Board member of the Executive Committee shall represent a  
10 community of 5000+ population; the other, a community of less than 5000 population, based  
11 on information from the latest census or population estimate completed by the US Census  
12 Bureau.

13  
14 The Board Development Committee shall render its report of nominations to fill ensuing  
15 vacancies prior to the June meeting. The Board Development Committee may nominate one  
16 or more candidates for each office. Candidates may also be nominated from the floor.  
17

18 The officers of the Chittenden County Regional Planning Commission shall be elected by a  
19 two-thirds majority of the Board members present and voting pursuant to 24 V.S.A. §  
20 4343(b). The results of the voting shall be announced at the June meeting of each year. In  
21 the event a majority for any office is not reached, the top two vote getters will have a run-off  
22 election and the Chittenden County Regional Planning Commission will continue to vote  
23 until a majority is reached.  
24

25 B. Qualifications and Duties of Officers

- 26 1) As a qualification for office, the Chair shall have served at least one year as a  
27 representative on the Chittenden County Regional Planning Commission. The Chair  
28 shall have the power to call special meetings, establish agendas, preside over Chittenden  
29 County Regional Planning Commission meetings and, with concurrence of the  
30 Chittenden County Regional Planning Commission, establish and appoint committees  
31 and their members. The Chittenden County Regional Planning Commission will have at  
32 least those committees delineated in Article XI of these by-laws. The Chair shall execute  
33 agreements, contracts, and checks in accordance with administrative policies and  
34 procedures approved by the Executive Committee.
- 35 2) The Vice-Chair shall act as the Chair in the absence of the Chair, and in his/her absence  
36 have the same powers as the Chair.
- 37 3) The Secretary/Treasurer shall act as the Chair in the absence of the Chair and Vice-Chair,  
38 and in his/her absence have the same powers as the Chair. The Secretary/Treasurer shall  
39 be responsible for such secretarial and financial duties as are customary to the office.
- 40 4) In the absence of the Chair, Vice-Chair, and Secretary/Treasurer another member of the  
41 Executive Committee will act as the Chair with the consent of the CCRPC Board.  
42  
43

44 C. Membership and Elections for Vacancies of the Executive Committee

45 The members of the Executive Committee shall consist of six members: the Chair, Vice-  
46 Chair, Secretary/Treasurer, immediate past Chair and the two municipal members described



1 in Section A above, elected at the June meeting. In the event of a vacancy existing between  
2 annual elections, the Chittenden County Regional Planning Commission shall elect a  
3 member to the Executive Committee to serve until the next June meeting.  
4

5 D. Terms of Office

6 The terms of office of Executive Committee members shall begin immediately after the  
7 June meeting of each year at which they are declared elected and shall end immediately after  
8 the next June meeting unless re-elected; but officers shall hold office until their successors  
9 have been elected and installed. The Chair, Vice-Chair and Secretary/Treasurer shall serve  
10 no longer than ~~four~~ consecutive years in any one office. Municipal members of the  
11 Executive Committee may not serve more than four consecutive years in that position.  
12

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

14 The purpose of the Executive Committee shall be to facilitate the administration of the  
15 Chittenden County Regional Planning Commission, ensure that policy and planning  
16 recommendations are brought before the Board, and ensure that the decisions of the  
17 Chittenden County Regional Planning Commission are implemented.  
18

19 The Executive Committee shall be subject to the orders of the Chittenden County Regional  
20 Planning Commission voting membership, and none of its acts shall conflict with action  
21 taken by the Chittenden County Regional Planning Commission. The duties of the Executive  
22 Committee will include, but not be limited to, the following:  
23

- 24 1) to monitor and assure the implementation of Chittenden County Regional Planning  
25 Commission Board of Director decisions;
- 26 2) to oversee the development of the agenda for Chittenden County Regional Planning  
27 Commission meetings;
- 28 3) to oversee the affairs of the Chittenden County Regional Planning Commission between  
29 its regular meetings but to act for the Chittenden County Regional Planning Commission  
30 only when immediate action is required and the Chittenden County Regional Planning  
31 Commission Board of Directors would not be able to take the necessary action;
- 32 4) to annually recommend to the full Chittenden County Regional Planning Commission at  
33 the June meeting Regional Board members to be elected to represent the categories  
34 prescribed in Article IV. A.
- 35 5) to oversee the activities of the Finance Committee (FC), Board Development Committee  
36 (BDC), Unified Planning Work Program Committee (UPWPC), Transportation Advisory  
37 Committee (TAC), Planning Advisory Committee (PAC), ~~and~~ Long Range Planning  
38 Committee (LRPC), and Clean Water Advisory Committee (CWAC) and to review  
39 Committee recommendations prior to submission to the Board of Directors;
- 40 6) to oversee organizational and personnel policies;
- 41 7) to recommend for employment an Executive Director subject to confirmation by the  
42 Chittenden County Regional Planning Commission;
- 43 8) to support, and annually review the Executive Director;
- 44 9) to assist the Executive Director in the hiring of the Assistant/MPO Director;
- 45 10) to determine, recommend and transmit to the Chittenden County Regional Planning  
46 Commission for approval all recommendations concerning public policy and plan

1 recommendations forthcoming from the Chittenden County Regional Planning  
2 Commission's program, which would affect the Chittenden County region and its  
3 individual constituent cities and towns;

4 11) take action on Act 250/Section 248 applications per the CCRPC adopted *Guidelines and*  
5 *Standards for Reviewing Act 250 and Section 248 Applications*;

6 12) to make recommendations to the Chittenden County Regional Planning Commission  
7 concerning entering into municipal service agreements;

8 ~~12~~13) to develop and update the Chittenden County Regional Planning Commission  
9 strategic plan and report findings to the Board of Directors;

10 ~~13~~14) to establish sub-committees on an as needed basis; and

11 ~~14~~15) to submit a written report of its activities and/or minutes of its meetings prior to  
12 each Chittenden County Regional Planning Commission meeting.

13  
14 F. Executive Committee Meetings

15 Meetings will be held, at a minimum, in advance of the regular meeting of the Chittenden  
16 County Regional Planning Commission. Special meetings can be called at the request of the  
17 Chair or the Executive Director. A quorum to conduct business shall consist of four members.  
18 Members may participate via telephone or video conference if unable to attend in person.

19  
20  
21 **Article VIII. MEETINGS**

22  
23 The rules of procedures of the Chittenden County Regional Planning Commission shall be  
24 Robert's Rules of Order the latest edition. These procedures will be followed except where  
25 superseded by these by-laws.

26  
27 Board members will be sent their meeting notification, agendas, and appropriate documents at  
28 least one week prior to the actual meeting date, except in the case of special meetings. The  
29 Chittenden County Regional Planning Commission is a public body and shall comply with the  
30 Vermont Open Meeting Law (1 V.S.A. § 310 et seq.) and Access to Public Records Laws (1  
31 V.S.A. §§ 315-320 et seq.). Special meetings may be called by the Chair or by a combined  
32 group of 50 percent or more of the voting Board members. The Chittenden County Regional  
33 Planning Commission Board may employ a "Consent Agenda" process when appropriate for  
34 expediting minor administrative actions related to the efficient operation of the Chittenden  
35 County Regional Planning Commission and the management of Chittenden County Regional  
36 Planning Commission programs and documents (e.g., qualifying TIP amendments). Any  
37 administrative change to Chittenden County Regional Planning Commission documents,  
38 policies, or procedures, other than items defined in Article X of these by-laws, may be identified  
39 and included in the Consent Agenda element of the full agenda for a regularly-schedule Board  
40 meeting.

41  
42 At the beginning of each Board meeting, under the "Changes to the Agenda" item, the Chair will  
43 entertain requests from any Board member to move individual Consent Agenda items to the  
44 Deliberative Agenda for discussion and action. The Board will then act on the Consent Agenda.  
45 If a Consent Agenda item is moved to the Deliberative Agenda for discussion and action, Board  
46 members will have the opportunity to request additional information on the item from staff,

1 municipalities, and/or agencies, as appropriate. The Board may then (1) move and vote to  
2 approve the item moved from the Consent Agenda to the Deliberative Agenda, at which time the  
3 subject administrative change becomes effective, or (2) move and vote to send the change to the  
4 appropriate body (e.g., Executive Committee, TAC, or staff) for further review and  
5 recommendation.

6  
7  
8 **Article IX. FISCAL YEAR & MEETING DATES**  
9

10 The Chittenden County Regional Planning Commission's fiscal year shall be July 1<sup>st</sup> through  
11 June 30<sup>th</sup>.

12  
13 The Annual Meeting shall be set by the Executive Committee and affirmed by the Chittenden  
14 County Regional Planning Commission Board.

15  
16 The June Meeting of the Chittenden County Regional Planning Commission shall each year  
17 include the election of the organization's Officers and the Executive Committee.

18  
19 The Chittenden County Regional Planning Commission Board shall annually establish the day,  
20 time, and location of the Chittenden County Regional Planning Commission regular meetings.  
21 Meetings of the Chittenden County Regional Planning Commission shall be conducted at least  
22 quarterly.

23  
24  
25 **Article X. ADOPTIONS OR AMENDMENTS.**  
26

27 A. Bylaws

28 Upon recommendation of the Executive Committee or upon request by resolution through  
29 written ballot by a majority of the Board members any proposed amendment to the by-laws shall  
30 first be sent to the Board members and the Board member municipalities' locally elected  
31 legislative bodies in preliminary form for consideration and comment for a period of not less  
32 than thirty days. Not later than thirty days after this period, the Executive Committee shall  
33 submit to the Chittenden County Regional Planning Commission, (1) a report summarizing the  
34 comments received and recommendations of the Executive Committee; and (2) if authorized by  
35 the Chittenden County Regional Planning Commission, the proposed amendment in final form as  
36 a written ballot. If submission of the amendment as a ballot is not authorized by the Chittenden  
37 County Regional Planning Commission, but within ninety days after issuance of the report such  
38 submission is requested by a petition signed by at least twenty-five percent of the Board  
39 members, the Executive Committee shall, within thirty days following receipt of said petition,  
40 submit to the Chittenden County Regional Planning Commission a written ballot of the proposed  
41 amendment as originally submitted. Adoption of any amendments shall require the affirmative  
42 vote of two-thirds majority of the Board members.

43  
44 B. MPO Business

45 Before the Chittenden County Regional Planning Commission may adopt or make other than  
46 minor amendments or administrative changes to MPO business, notice to Board member

1 municipalities' locally elected legislative bodies and to the general public shall be given  
2 consistent with the Public Participation Plan.

3  
4 Minor amendments to the UPWP, such as reallocating dollars between approved tasks, can be  
5 done with Chittenden County Regional Planning Commission Board approval, without a public  
6 hearing.

7  
8 No municipality or organization shall challenge the validity of the Transportation Improvement  
9 Program (TIP), UPWP, or Metropolitan Transportation Plan (MTP) as adopted according to this  
10 article, for procedural defects, after thirty (30) days following the day on which it was adopted.

#### 11 12 C. Regional Plan

13 The Chittenden County Regional Planning Commission shall hold public hearings and seek  
14 comments on a proposed Regional Plan or amendments consistent with 24 V.S.A. § 4348. The  
15 Chittenden County Regional Planning Commission shall hold public hearings and review  
16 municipal plans and planning processes consistent with 24 V.S.A. §4350. The Metropolitan  
17 Transportation Plan (MTP) is integrated into and part of the Regional Plan.

#### 18 19 D. Metropolitan Transportation Plan

20 The MTP shall be considered and voted upon first as MPO Business. Then the full membership  
21 of CCRPC shall consider and vote upon the full Regional Plan.

#### 22 23 E. Unified Planning Work Plan

24 The portion of the UPWP that is transportation funded shall be considered and voted upon as  
25 MPO Business. Then the full membership of CCRPC shall consider and vote upon the full  
26 UPWP.

### 27 28 **Article XI. MUNICIPAL SERVICE AGREEMENTS**

29  
30 Participation by a municipality in a municipal service agreement shall be voluntary and only  
31 valid upon appropriate action by the legislative body of the municipality. To become effective, a  
32 municipal service agreement shall be ratified by the regional planning commission and the  
33 legislative bodies of the municipalities who are a party to the service agreement. The agreement  
34 may include other parties as may be relevant to a particular service. Any modification to a  
35 service agreement shall not become effective unless unanimously approved by all parties to the  
36 service agreement.

37  
38 A municipal service agreement shall describe the services to be provided and the amount of  
39 funds payable by, and or formula for allocating costs to, each municipality that is a party to the  
40 service agreement. Service of personnel, use of equipment and office space, and other necessary  
41 services may be accepted from municipalities as part of their financial support and shall be  
42 clearly documented in the annual budget for the service approved by the parties to the agreement.

43  
44 When deemed appropriate by the participating municipalities and the CCRPC, a service  
45 agreement will typically include, but not require, a governance committee made up of the  
46 participating municipalities and CCRPC. If a governance committee is formed, the service

1 agreement will include voting rights and financial obligations of each member.

2  
3 Service agreements shall contain a termination date unless otherwise provided in the agreement.  
4 Service agreements shall contain a provision describing how parties may withdraw from the  
5 agreement prior to the termination date. If the service agreement includes the need for multi-  
6 year financial obligations this will be considered in both termination and withdrawal provisions.

7  
8 i. The withdrawal provision of a municipal agreement with one municipality shall  
9 provide for at least 30 days' notice unless otherwise provided in the agreement.

10  
11 ii. The withdrawal provision of a municipal agreement with multiple municipalities  
12 shall provide for at least six months' notice prior to the beginning of a fiscal year  
13 unless otherwise provided in the agreement.

14  
15  
16 **Article XII. COMMITTEES**

17  
18 There shall be committees of the Chittenden County Regional Planning Commission as  
19 described herein. All Chittenden County Regional Planning Commission Board members are  
20 ~~encouraged~~expected to participate in a minimum of at least one standing committee. The Chair  
21 may appoint ad hoc committees for a specific purpose with the approval of the Chittenden  
22 County Regional Planning Commission. Committees should include subject matter experts as  
23 needed to provide advice to the Chittenden County Regional Planning Commission Board.

24  
25 **A. Finance Committee (FC)**

26  
27 The Finance Committee shall oversee the Chittenden County Regional Planning Commission  
28 finances and matters related to organizational finances as specifically described in items 1-8  
29 of this section.

30  
31 The Chair of the Finance Committee shall be the Chittenden County Regional Planning  
32 Commission Secretary/Treasurer. There shall be 2 additional members including the  
33 Chittenden County Regional Planning Commission Vice-Chair and one member of the Board  
34 of Directors.

35  
36 The Finance Committee shall meet on a quarterly basis or as needed to conduct the following  
37 activities:

- 38 1) oversee Chittenden County Regional Planning Commission finances;  
39 2) oversee the Chittenden County Regional Planning Commission annual budget  
40 development and report findings to the Executive Committee in cooperation with the  
41 Unified Planning Work Plan Committee;  
42 3) oversee the Chittenden County Regional Planning Commission annual audit and  
43 report findings to the Executive Committee;  
44 4) oversee the staff benefit structure on an annual basis and report recommendations  
45 and/or findings to the Board;  
46 5) oversee the staff compensation budget recommendations on an annual basis and

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

6  
7 B. Board Development Committee (BDC)

8  
9 The Board Development Committee shall oversee the Chittenden County Regional Planning  
10 Commission nominating process, updates to the Chittenden County Regional Planning  
11 Commission bylaws, Board member development, communications, and engagement as  
12 specifically described in items 1-10 of this section.

13  
14 The Chair of the Board Development Committee shall be the Chittenden County Regional  
15 Planning Commission Immediate Past Chair (should there not be an available Immediate Past  
16 Chair the Executive Committee shall appoint a Chair). There shall be up to 4 additional  
17 members of the Board of Directors.

18  
19 The Board Development Committee shall meet on a semi-annual basis or as needed to  
20 conduct the following activities:

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

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

41  
42 The Unified Planning Work Plan Committee shall oversee the Chittenden County Regional  
43 Planning Commission annual work plan development process as specifically described in  
44 items 1-5 of this section.

45  
46 The Chair of the Unified Planning Work Plan Committee shall be a Board member selected

1 by the Chair of the CCRPC. There shall be up to 12 members as follows:

- 2 • 3-5 Board members
- 3 • 2 Transportation Advisory Committee members
- 4 • 2 Planning Advisory Committee members
- 5 • Vermont Agency of Transportation
- 6 • Federal Highway Administration (ex-officio, non-voting)
- 7 • Chittenden County Transportation Authority (ex-officio, non-voting)

8  
9 The Unified Planning Work Plan Committee shall meet on a semi-annual basis or as needed  
10 to conduct the following activities:

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

21  
22 D. Transportation Advisory Committee (TAC)

23  
24 The Transportation Advisory Committee shall oversee the Chittenden County Regional  
25 Planning Commission transportation activities and policy development funded primarily  
26 through the Federal Highway Administration Metropolitan Planning Organization (MPO)  
27 program as specifically described in items 1-9 of this section.

28  
29 The Chair of the Transportation Advisory Committee shall be a TAC member elected by the  
30 TAC or appointed by the Chair of CCRPC. There shall be up to 31 members and  
31 representatives of organizations as follows:

- 32 • 1 Board member
- 33 • Representatives of the 18 municipalities eligible to vote on MPO business as  
34 described in Article V. A.
- 35 • Vermont Agency of Transportation
- 36 • Federal Highway Administration
- 37 • Chittenden County Transportation Authority
- 38 • Burlington International Airport
- 39 • Campus Area Transportation Management Association
- 40 • Special Services Transportation Agency
- 41 • Person representative of the Business Community
- 42 • Person representative of the Disabled Community
- 43 • Person representative of the Elderly Community
- 44 • Person representative of the Environmental Community
- 45 • Person representative of the Bicycle and/or Pedestrian Community

- 1 • Person representative of the Rail Industry

2  
3 The terms of TAC members will be for two years beginning July 1<sup>st</sup>, communities whose  
4 beginning letter falls between A and K shall appoint a representative to serve beginning in  
5 even numbered fiscal years and communities whose beginning letter falls from L through Z  
6 shall appoint a representative to serve beginning in odd numbered fiscal years.  
7 Appointments of all other members will be on an annual basis by the Board Chair.  
8 Appointments to fill a vacancy shall be for the unexpired term.  
9

10 The Transportation Advisory Committee shall meet on a monthly basis or as needed to  
11 conduct the following activities:

- 12 1) review Metropolitan Transportation Plan (MTP) updates, revisions, and amendments  
13 as developed by the Long Range Planning Committee;
- 14 2) review and recommend to the Board the Transportation Improvement Program (TIP)  
15 and TIP amendments, Sidewalk and Transportation Enhancement Grant program  
16 recommendations and priorities and other program ranking recommendations as  
17 needed;
- 18 3) review and recommend technical planning/engineering studies for inclusion in the  
19 UPWP;
- 20 4) review completed MPO funded planning and scoping studies;
- 21 5) oversee the selection of consultants to be retained for MPO funded projects and  
22 programs;
- 23 6) undertake MPO related technical and policy activities similar to the Planning  
24 Advisory Committee;
- 25 7) coordinate transportation land use activities with the Planning Advisory Committee;
- 26 8) conduct other duties as assigned by the Board and/or Executive Committee including  
27 recommendations to the Board as needed; and,
- 28 9) establish sub-committees on an as needed basis.  
29

30 E. Planning Advisory Committee (PAC)

31 The Planning Advisory Committee shall oversee the Chittenden County Regional Planning  
32 Commission regional planning activities and policy development as specifically described in  
33 items 1-13 of this section.  
34

35 The Chair of the Planning Advisory Committee shall be a PAC member elected by the PAC  
36 or appointed by the Chair of CCRPC. There shall be up to 31 members and representatives  
37 of organizations as follows:

- 38 • 1 Board member
- 39 • Representatives of the 18 incorporated municipalities and Buel's Gore
- 40 • 3-5 members of public/interest groups that may include, but are not limited to, the  
41 Vermont Department of Health and Champlain Housing Trust
- 42 • Vermont Agency of Transportation and other interested state agencies (ACCD, ANR,  
43 AOA)
- 44 • Federal Highway Administration (ex-officio, non-voting)
- 45 • Chittenden County Transportation Authority (ex-officio, non-voting)  
46



1 The terms of PAC members will be for two years beginning July 1<sup>st</sup>, communities whose  
2 beginning letter falls between A and K shall appoint a representative to serve beginning in  
3 odd numbered fiscal years and communities whose beginning letter falls from L through Z  
4 shall appoint a representative to serve beginning in even numbered fiscal years.  
5 Appointment of all other members will be on an annual basis by the Board Chair.  
6 Appointments to fill a vacancy shall be for the unexpired term.  
7

8 The Planning Advisory Committee shall meet on a quarterly basis or as needed to conduct  
9 the following activities:

- 10 1) review municipal plans (with the inclusion of ad hoc Committee members from the  
11 involved and adjacent communities);
- 12 2) review and make recommendations to the Board regarding *Guidelines and Standards*  
13 *for Reviewing Act 250 and Section 248 Applications* and identify development  
14 projects that may require Act 250 or Section 248 review so that the Board's role in  
15 the process may be proactive instead of reactive;
- 16 3) review and recommend regional planning technical/planning/engineering studies for  
17 inclusion in the UPWP;
- 18 4) provide interface between the Board, work groups and functions related to cross  
19 cutting planning issues and the Regional Plan;
- 20 5) develop regional planning policy recommendations for Board consideration and/or  
21 action;
- 22 6) provide input to MTP, UPWP, and TIP development, and other transportation  
23 planning processes, on issues or projects of a regional nature;
- 24 7) oversee the selection of regional planning and MTP land use related consultants to be  
25 retained for projects and programs;
- 26 8) evaluate and prioritize regional planning technical assistance;
- 27 9) review and make recommendations to the Board regarding Regional Plans of adjacent  
28 regions;
- 29 10) undertake regional planning related technical and policy activities similar to the  
30 Transportation Advisory Committee;
- 31 11) coordinate transportation land use activities with the Transportation Advisory  
32 Committee;
- 33 12) conduct other duties as assigned by the Board and/or Executive Committee; and  
34 13) establish sub-committees on an as-needed basis.

35  
36 F. Long Range Planning Committee (LRPC)  
37

38 The Long Range Planning Committee shall oversee the Chittenden County Regional  
39 Planning Commission development of the Metropolitan Transportation Plan (MTP), the  
40 Regional Plan (RP), and other associated long range planning activities as specifically  
41 described in items 1-8 of this section.  
42

43 The Chair of the Long Range Planning Committee shall be a Board member selected by the  
44 Chair of the CCRPC. There shall be up to 14 members and representatives of organizations  
45 as follows:

- 46 • 3-6 Board members

- 1 • 1 or 2 TAC members
- 2 • 1 or 2 PAC members
- 3 • 1 to 3 members of public/interest groups
- 4 • 1 representative of the Vermont Agency of Transportation

5  
6 The Long Range Planning Committee shall meet on a semi-annual basis or as needed to  
7 conduct the following activities:

- 8 1) develop the Metropolitan Transportation Plan at least every five years and present to  
9 the Board for adoption;
- 10 2) develop the Regional Plan at least every eight years and present to the Board for  
11 adoption;
- 12 3) develop policy recommendations related to the MTP and RP for Board consideration  
13 and/or action;
- 14 4) provide guidance to the MTP, RP, UPWP, and TIP development and other land use  
15 transportation planning processes on issues and/or projects of a long range planning  
16 nature;
- 17 5) coordinate activities with the TAC and PAC to assure consistency in plans and policy  
18 recommendations to the Board;
- 19 6) prepare an annual report of indicators to benchmark the region's progress towards  
20 meeting regional and transportation planning goals;
- 21 7) conduct other duties as assigned by the Board and/or Executive Committee; and
- 22 8) establish sub-committees on an as needed basis.

23  
24 G. Clean Water Advisory Committee (CWAC)

25  
26 The Clean Water Advisory Committee (CWAC) shall oversee the Chittenden County Regional  
27 Planning Commission activities and policy development regarding but not limited to, the  
28 Vermont Lake Champlain Total Maximum Daily Load (TMDL) Plan and its related plans and  
29 programs.

30 The Chair of the CWAC shall be a CWAC member elected by the CWAC or appointed by the  
31 Chair of CCRPC. There shall be up to 24 members and representatives of organizations as  
32 follows:

- 33
- 34 • 1 CCRPC Board member or Alternate (who may also represent their municipality)
- 35 • Representatives of the County's 19 municipalities
- 36 • University of Vermont
- 37 • Vermont Agency of Natural Resources (ANR)
- 38 • Vermont Agency of Transportation
- 39 • Burlington International Airport

40 The terms of CWAC municipal members will be for two years beginning July 1<sup>st</sup>, municipalities  
41 whose beginning letter falls between A and K shall appoint a representative to serve beginning in  
42 even numbered fiscal years and communities whose beginning letter falls from L through Z shall  
43 appoint a representative to serve beginning in odd numbered fiscal years. Organizational  
44 members shall appoint a member for a 2-year term with an alternate if desired. Appointments to  
45 fill a vacancy shall be for the unexpired term.

1 The CWAC shall meet as needed to conduct the following activities:

- 2 1. oversee programming related to the CCRPC's efforts in assisting the Vermont Agency of  
3 Natural Resources ANR with basin planning and surface water management including but  
4 not limited to:
- 5 a. CCRPC's assistance to Vermont ANR in the development of tactical basin  
6 plans;
  - 7 b. technical assistance and data collection activities, including information from  
8 watershed organizations, to inform municipal officials and the State in making  
9 water quality investment decisions;
  - 10 c. coordinating municipal planning and adoption or implementation of municipal  
11 development regulations to better meet State water quality policies and  
12 investment priorities;
  - 13 d. assistance to Vermont ANR in implementing a project evaluation process to  
14 prioritize water quality improvement projects within the region to assure cost  
15 effective use of State and federal funds.
- 16 2. undertake water quality related technical assistance and policy activities and coordinate  
17 activities with the Transportation Advisory Committee including but not limited to  
18 activities related to implementation of Municipal Roads Stormwater General Permits;  
19
- 20 3. There shall be a Municipal Separate Storm Sewer System (MS-4) subcommittee of the  
21 CWAC comprised of the twelve (12) municipalities and organizations in Chittenden  
22 County currently subject to a Municipal Separate Storm Sewer System (MS-4) or  
23 Transportation Separate Storm Sewer System (TS-4) permit:
- 24 a. This subcommittee shall operate under agreements contained in a mutually-agreed  
25 upon Memorandum of Understanding regarding implementation of, but not  
26 limited, to Minimum Control Measures #1 and #2 or as may be amended or  
27 consolidated.
  - 28 b. This subcommittee has sole authority regarding implementation of the  
29 Memorandum noted above.
- 30
- 31 4. The CWAC or other individual subcommittees of the CWAC may also, as appropriate,  
32 meet as needed to conduct the following activities:
- 33 a. review and recommend to the Board water quality program recommendations and  
34 priorities;
  - 35 b. review and recommend water quality studies for inclusion in the UPWP;
  - 36 c. review completed CCRPC studies regarding water quality issues;
  - 37 d. oversee the selection of consultants to be retained for water quality related  
38 projects and programs;
  - 39 e. conduct other duties as assigned by the Board and/or Executive Committee  
40 including recommendations to the Board as needed; and,
  - 41 f. establish sub-committees on an as-needed basis.
- 42  
43

44 **Article XIII. RESOLVING CONFLICTING INTERESTS**  
45

1 A. Preamble

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

8  
9 A real conflict of interest exists when a private interest exists leading to a personal benefit or  
10 gain. An apparent conflict of interest exists when there is a perception that a conflict of interest  
11 exists leading to a personal benefit or gain.

12  
13 Such a conflict would arise when (1) a Board member, (2) any member of his or her immediate  
14 family, (3) his or her partner, or (4) an organization which employs or is about to employ any  
15 of (1) through (3) above, have a financial or other interest in the firm selected for the award.

16  
17 Board members of both the Chittenden County Regional Planning Commission and the  
18 Chittenden County Regional Planning Commission's sub-grantees will neither solicit nor accept  
19 gratuities, favors, or items of value (excluding calendars, pens, and other nominal items) from  
20 contractors, potential contractors, or parties to sub-agreements.

21  
22 When a significant real or apparent conflict of interest arises the concerned parties shall discuss  
23 the matter with the Executive Committee. Board members should raise the issue of a potential  
24 conflict of interest of another Board member or staff person whenever they feel one exists and  
25 the person in question does not declare a real or apparent conflict of interest. All real conflicts of  
26 interest require compliance with Section B below. The Executive Committee will determine all  
27 apparent conflicts of interest. If there is an actual conflict of interest the Committee shall decide  
28 on a case-by-case basis whether an individual can participate in discussions, but the individual  
29 shall not vote. Alternatively, if there is an apparent conflict of interest the Committee will decide  
30 whether and how an individual may participate and if the individual may vote.

31  
32 B. Board Member Actions

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

- 35 1) Disclosure. In the event a proposed contract, material or labor is to be furnished to the  
36 Chittenden County Regional Planning Commission, the Board member shall state on the  
37 record the nature of his or her conflict of interest. He or she shall not communicate,  
38 either formally or informally, with any other Board member with respect to the awarding  
39 of such contract and shall not vote on the question of its issuance.
- 40 2) Disclosure of Fiduciary Relationship. In the event the Board member has fiduciary  
41 relationship with any individual, partnership, firm or corporation seeking to contract with  
42 the Chittenden County Regional Planning Commission, or to provide materials or labor  
43 thereto, or has a fiduciary interest in a project or a project before Act 250 or other  
44 regulatory board where the Chittenden County Regional Planning Commission is a party,  
45 the Board member shall, regardless of contract amount, state on the record the nature of  
46 his or her interest, refrain from all formal or informal discussion with any other Board

1 members with respect to such contract or project, and shall not vote on the question of its  
2 issuance or approval or disapproval.

- 3 3) Form. Upon joining the Chittenden County Regional Planning Commission or at the  
4 beginning of the fiscal year, Board members will sign a form indicating that they have  
5 read and understand this Section.

6  
7 **ARTICLE ~~XIII~~XIV. APPROPRIATIONS TO THE CHITTENDEN COUNTY**  
8 **REGIONAL PLANNING COMMISSION**  
9

10 The Chittenden County Regional Planning Commission may receive and expend monies from  
11 any source.  
12

13  
14 CCRPC Charter

15 ADOPTED by the Commission May 2, 1966.

16 AMENDED by the Commission May 26, 1997

17 AMENDED by the Commission September 28, 1998

18 Superseded by the Commission, May 18, 2011, effective July 1, 2011  
19

20 CCRPC Bylaws

21 Amended by CCRPC September 23, 1991

22 Amended by CCRPC May 27, 1997

23 Amended by CCRPC February 27, 2006

24 Superseded by the Commission, May 18, 2011, effective July 1, 2011

25 Amended by CCRPC May 21, 2014  
26

27 CCMPO Bylaws

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

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

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

31 21, 2004, June 20, 2007 and superseded on by the bylaws of the CCRPC dated May 18, 2011,

32 effective July 1, 2011.