

1 **CHITTENDEN COUNTY REGIONAL PLANNING COMMISSION**
2 **BYLAWS**
3 **FINAL – 4/19/2017**

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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.

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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 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 F. Such other duties and responsibilities as are required by federal, state and local law or
41 regulations, or otherwise authorized by law and endorsed by majority vote of its members.
42
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44

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) dba Green Mountain Transit	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 1st. 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
2 E. The following Transportation Board Members will appoint their respective representatives
3 and alternates: FHWA, FTA, CCTA, and the BIA. The Railroad Industry shall be
4 represented by a representative each from Vermont Rail Systems and New England Central
5 Railroad who will alternate years as the primary and alternate representative.
6 Representatives of these organizations serve at the pleasure of their appointing bodies.
7
8

9 **Article V. QUORUM & VOTING**

- 10
11 A. MPO business is defined comprehensively to include all activities undertaken by the
12 Chittenden County Regional Planning Commission to carry out its responsibilities and
13 authority as a metropolitan planning organization.
14
15 B. MPO voting. When conducting MPO business, the voting power of the Chittenden County
16 Regional Planning Commission shall consist of a total of 24 votes apportioned as follows:
17

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		

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

25 Notwithstanding the need to make adjustments as a result of official corrections to the
26 decennial census urbanized area boundary, the Chittenden County Regional Planning
27 Commission shall review, and amend as it deems appropriate, its voting mechanisms and
28 voting distribution for the purposes of MPO business within one year of the publication of
29 each decennial census urbanized area boundary.
30

- 31
32 C. All other business. For the purposes of voting on all other business, including elections,
33 FHWA, VAOT, CCTA, Railroad Industry, FTA and BIA are non-voting Board members. A

1 majority of the total of Municipal and Regional Board members shall constitute a quorum for
2 the transaction of all other business at meetings of the Chittenden County Regional Planning
3 Commission unless otherwise noted. Each Board member has one vote. Only Municipal
4 Board members shall vote on approving municipal plans and planning processes per 24
5 V.S.A. § 4350.
6
7

8 **ARTICLE VI. EXECUTIVE DIRECTOR**

9

10 A. Executive Director shall:

- 11 1) Be responsible to the Chittenden County Regional Planning Commission.
- 12 2) Conduct a regional planning program, within the framework of 24 V.S.A., Chapter 117,
13 and other state statutes relevant to regional planning.
- 14 3) Carry out all aspects of the regional transportation planning program in coordination with
15 the Assistant/MPO Director.
- 16 4) Manage contracts with consultants for the purpose of implementing the duly adopted
17 Unified Planning Work Program (UPWP).
- 18 5) Recommend changes to the bylaws, etc. to reflect the passage of new federal or state
19 legislation.
- 20 6) Be responsible for the office.
- 21 7) Hire and manage staff including consultation with the Executive Committee when hiring
22 the Assistant/MPO Director.
- 23 8) Be in charge of all general correspondence of the Chittenden County Regional Planning
24 Commission.
- 25 9) Assist the Secretary/Treasurer, and in this capacity, shall be responsible for:
 - 26 a) keeping minutes of regular and special meetings of the Chittenden County Regional
27 Planning Commission;
 - 28 b) notifying Board members of their election to office or appointment to committees;
 - 29 c) receiving all money due the Chittenden County Regional Planning Commission.
- 30 10) Prepare an annual budget and UPWP, including estimated revenues and expenditures, for
31 the fiscal year to be reviewed by the Executive Committee of the Chittenden County
32 Regional Planning Commission prior to submission for approval by the full Board.
- 33 11) Disburse the funds in accordance with the budget and as authorized by the
34 Secretary/Treasurer.
- 35 12) Keep accounts which shall at all times be open to inspection by the Board members.
- 36 13) Undertake such other duties as the Chittenden County Regional Planning Commission
37 shall assign.
- 38 14) Prepare an annual written report after the completion of each fiscal year.
- 39 15) Prepare a calendar for the ensuing year, which shall be presented to the Chittenden
40 County Regional Planning Commission.
- 41 16) Prepare quarterly financial reports in a format approved by the Executive Committee and
42 the Chittenden County Regional Planning Commission.
- 43 17) Prepare a recommendation to the CCRPC regarding any potential municipal service
44 agreements and, if entered into, report on their status, the services provided, and funding
45 arrangements, as appropriate.
46

1 B. Job descriptions and responsibilities for additional staff shall be on file.
2
3

4 **ARTICLE VII. OFFICERS & EXECUTIVE COMMITTEE**
5

6 A. Election of Officers and Executive Committee

7 The Chittenden County Regional Planning Commission shall annually elect three officers, a
8 Chair, Vice-Chair, and Secretary/ Treasurer. In addition, the Chittenden County Regional
9 Planning Commission shall annually elect two municipal Board members to the Executive
10 Committee. One municipal Board member of the Executive Committee shall represent a
11 community of 5000+ population; the other, a community of less than 5000 population, based
12 on information from the latest census or population estimate completed by the US Census
13 Bureau.
14

15 The Board Development Committee shall render its report of nominations to fill ensuing
16 vacancies prior to the June meeting. The Board Development Committee may nominate one
17 or more candidates for each office. Candidates may also be nominated from the floor.
18

19 The officers of the Chittenden County Regional Planning Commission shall be elected by a
20 two-thirds majority of the Board members present and voting pursuant to 24 V.S.A. §
21 4343(b). The results of the voting shall be announced at the June meeting of each year. In
22 the event a majority for any office is not reached, the top two vote getters will have a run-off
23 election and the Chittenden County Regional Planning Commission will continue to vote
24 until a majority is reached.
25

26 B. Qualifications and Duties of Officers

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

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

11 14) to establish sub-committees on an as needed basis; and

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

14 15 F. Executive Committee Meetings

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

20 21 22 **Article VIII. MEETINGS**

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

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

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

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

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

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

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

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

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

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

27
28 **A. Bylaws**

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

44
45 **B. MPO Business**

46 Before the Chittenden County Regional Planning Commission may adopt or make other than

1 minor amendments or administrative changes to MPO business, notice to Board member
2 municipalities' locally elected legislative bodies and to the general public shall be given
3 consistent with the Public Participation Plan.
4

5 Minor amendments to the UPWP, such as reallocating dollars between approved tasks, can be
6 done with Chittenden County Regional Planning Commission Board approval, without a public
7 hearing.
8

9 No municipality or organization shall challenge the validity of the Transportation Improvement
10 Program (TIP), UPWP, or Metropolitan Transportation Plan (MTP) as adopted according to this
11 article, for procedural defects, after thirty (30) days following the day on which it was adopted.
12

13 C. Regional Plan

14 The Chittenden County Regional Planning Commission shall hold public hearings and seek
15 comments on a proposed Regional Plan or amendments consistent with 24 V.S.A. § 4348. The
16 Chittenden County Regional Planning Commission shall hold public hearings and review
17 municipal plans and planning processes consistent with 24 V.S.A. §4350. The Metropolitan
18 Transportation Plan (MTP) is integrated into and part of the Regional Plan.
19

20 D. Metropolitan Transportation Plan

21 The MTP shall be considered and voted upon first as MPO Business. Then the full membership
22 of CCRPC shall consider and vote upon the full Regional Plan.
23

24 E. Unified Planning Work Plan

25 The portion of the UPWP that is transportation funded shall be considered and voted upon as
26 MPO Business. Then the full membership of CCRPC shall consider and vote upon the full
27 UPWP.
28
29

30 **Article XI. MUNICIPAL SERVICE AGREEMENTS**

31
32 Participation by a municipality in a municipal service agreement with the CCRPC shall be
33 voluntary and only valid upon appropriate board action. as set forth in 1 V.S.A. § 172 and other
34 applicable provisions of law. including the Open Meeting Law by the legislative body of the
35 municipality. To become effective, a municipal service agreement shall be executed by a duly
36 authorized agent of the regional planning commission and of each of the legislative bodies of the
37 municipalities who are proposed parties to the service agreement. The agreement may include
38 other parties as may be relevant to a particular service. Any modification to a service agreement
39 shall not become effective unless approved by all parties to the service agreement, including the
40 legislative bodies of all involved municipalities. Such modifications shall be in writing, with a
41 copy provided to all parties to the agreement.
42

43 A municipal service agreement shall describe the services to be provided and the amount of
44 funds payable by, and/or a formula for allocating costs to, each municipality that is a party to the
45 service agreement. Service of personnel, use of equipment and office space, and other necessary
46 services may be accepted from municipalities as part of their financial support and shall be

1 clearly documented in the annual budget for the service approved by the parties to the agreement.

2
3 When deemed appropriate by the participating municipalities and the CCRPC, a service
4 agreement may include a governance committee made up of representatives of the participating
5 municipalities and CCRPC. If a governance committee is formed, the service agreement shall
6 include appropriate details regarding the responsibilities, voting rights and financial obligations
7 of each member.

8
9 All service agreements shall contain a termination date unless some other method of
10 termination is expressly provided in the agreement. Service agreements shall also contain a
11 provision describing how parties may withdraw from the agreement prior to the termination date.
12 The method of withdrawing from and/or terminating a service agreement shall generally be the
13 same as the process for entering such agreement - i.e., by majority vote of the members of the
14 legislative body, subject to other applicable provisions of law. If, however, the service
15 agreement involves multi-year financial obligations or other contractual obligations have been
16 incurred in reliance on the service agreement, the withdrawing party shall withdraw only upon
17 satisfaction of those obligations or mutual written agreement regarding the process to satisfy the
18 same.

19
20 i. The withdrawal provision of a municipal agreement with one municipality shall
21 provide for at least 30 days' notice unless otherwise provided in the agreement.

22
23 ii. The withdrawal provision of a municipal agreement with multiple municipalities
24 shall provide for at least six months' notice prior to the beginning of a fiscal year
25 unless otherwise provided in the agreement.

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

29
30
31 **Article XII. COMMITTEES**

32
33 There shall be committees of the Chittenden County Regional Planning Commission as
34 described herein. All Chittenden County Regional Planning Commission Board members are
35 expected to participate in a minimum of at least one standing committee. The Chair may appoint
36 ad hoc committees for a specific purpose with the approval of the Chittenden County Regional
37 Planning Commission. Committees should include subject matter experts as needed to provide
38 advice to the Chittenden County Regional Planning Commission Board.

39
40 **A. Finance Committee (FC)**

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

44
45 The Chair of the Finance Committee shall be the Chittenden County Regional Planning
46 Commission Secretary/Treasurer. There shall be 2 additional members including the

1 Chittenden County Regional Planning Commission Vice-Chair and one member of the Board
2 of Directors.

3
4 The Finance Committee shall meet on a quarterly basis or as needed to conduct the following
5 activities:

- 6 1) oversee Chittenden County Regional Planning Commission finances;
- 7 2) oversee the Chittenden County Regional Planning Commission annual budget
8 development and report findings to the Executive Committee in cooperation with the
9 Unified Planning Work Plan Committee;
- 10 3) oversee the Chittenden County Regional Planning Commission annual audit and
11 report findings to the Executive Committee;
- 12 4) oversee the staff benefit structure on an annual basis and report recommendations
13 and/or findings to the Board;
- 14 5) oversee the staff compensation budget recommendations on an annual basis and
15 report recommendations and/or findings to the Board;
- 16 6) oversee the development of a compensation study on a five-year basis and report
17 recommendations/findings to the Board;
- 18 7) conduct other duties as assigned by the Board and/or Executive Committee; and
19 8) establish sub-committees on an as needed basis.

20
21 B. Board Development Committee (BDC)

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

26
27 The Chair of the Board Development Committee shall be the Chittenden County Regional
28 Planning Commission Immediate Past Chair (should there not be an available Immediate Past
29 Chair the Executive Committee shall appoint a Chair). There shall be up to 4 additional
30 members of the Board of Directors.

31
32 The Board Development Committee shall meet on a semi-annual basis or as needed to
33 conduct the following activities:

- 34 1) prepare a slate of officers;
- 35 2) review and recommend updates of the Chittenden County Regional Planning
36 Commission bylaws on an as needed basis and report findings to the Executive
37 Committee;
- 38 3) conduct new Board member recruitment in coordination with municipal locally
39 elected legislative bodies;
- 40 4) oversee Board member training and development;
- 41 5) conduct periodic Board performance evaluations;
- 42 6) oversee and conduct Chittenden County Regional Planning Commission outreach and
43 communications (or delegate to an ad hoc Community Engagement Committee);
- 44 7) oversee and conduct Chittenden County Regional Planning Commission marketing
45 and branding (or delegate to an ad hoc Community Engagement Committee);
- 46 8) review and recommend updates of the Chittenden County Regional Planning

- 1 Commission Public Participation Plan on an as needed basis (or delegate to an ad hoc
2 Community Engagement Committee) and report findings to the Executive
3 Committee;
4 9) conduct other duties as assigned by the Board and/or Executive Committee; and
5 10) establish sub-committees on an as needed basis.
6

7 C. Unified Planning Work Plan Committee (UPWPC)

8 The Unified Planning Work Plan Committee shall oversee the Chittenden County Regional
9 Planning Commission annual work plan development process as specifically described in
10 items 1-5 of this section.
11

12 The Chair of the Unified Planning Work Plan Committee shall be a Board member selected
13 by the Chair of the CCRPC. There shall be up to 12 members as follows:

- 14 • 3-5 Board members
- 15 • 2 Transportation Advisory Committee members
- 16 • 2 Planning Advisory Committee members
- 17 • Vermont Agency of Transportation
- 18 • Federal Highway Administration (ex-officio, non-voting)
- 19 • Chittenden County Transportation Authority (ex-officio, non-voting)
20

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

- 23 1) develop a draft annual Unified Planning Work Program (UPWP) and report findings
24 to the Executive Committee in cooperation with the Finance Committee;
- 25 2) review and recommend updates to the UPWP development process policies on an as
26 needed basis and report findings to the Executive Committee;
- 27 3) develop performance measures to monitor the implementation of the UPWP, update
28 the performance measures on an as needed basis, monitor the implementation of the
29 UPWP using the established performance measures and report findings to the
30 Executive Committee;
- 31 4) conduct other duties as assigned by the Board and/or Executive Committee; and
32 5) establish sub-committees on an as needed basis.
33

34 D. Transportation Advisory Committee (TAC)

35 The Transportation Advisory Committee shall oversee the Chittenden County Regional
36 Planning Commission transportation activities and policy development funded primarily
37 through the Federal Highway Administration Metropolitan Planning Organization (MPO)
38 program as specifically described in items 1-9 of this section.
39

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

- 43 • 1 Board member
- 44 • Representatives of the 18 municipalities eligible to vote on MPO business as
45 described in Article V. A.
- 46 • Vermont Agency of Transportation

- 1 • Federal Highway Administration
- 2 • Chittenden County Transportation Authority
- 3 • Burlington International Airport
- 4 • Campus Area Transportation Management Association
- 5 • Special Services Transportation Agency
- 6 • Person representative of the Business Community
- 7 • Person representative of the Disabled Community
- 8 • Person representative of the Elderly Community
- 9 • Person representative of the Environmental Community
- 10 • Person representative of the Bicycle and/or Pedestrian Community
- 11 • Person representative of the Rail Industry

12

13 The terms of TAC members will be for two years beginning July 1st, communities whose
14 beginning letter falls between A and K shall appoint a representative to serve beginning in
15 even numbered fiscal years and communities whose beginning letter falls from L through Z
16 shall appoint a representative to serve beginning in odd numbered fiscal years.

17 Appointments of all other members will be on an annual basis by the Board Chair.

18 Appointments to fill a vacancy shall be for the unexpired term.

19

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

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

39

40 E. Planning Advisory Committee (PAC)

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

44

45 The Chair of the Planning Advisory Committee shall be a PAC member elected by the PAC
46 or appointed by the Chair of CCRPC. There shall be up to 31 members and representatives

1 of organizations as follows:

- 2 • 1 Board member
- 3 • Representatives of the 18 incorporated municipalities and Buel's Gore
- 4 • 3-5 members of public/interest groups that may include, but are not limited to, the
- 5 Vermont Department of Health and Champlain Housing Trust
- 6 • Vermont Agency of Transportation and other interested state agencies (ACCD, ANR,
- 7 AOA)
- 8 • Federal Highway Administration (ex-officio, non-voting)
- 9 • Chittenden County Transportation Authority (ex-officio, non-voting)

10
11 The terms of PAC members will be for two years beginning July 1st, communities whose
12 beginning letter falls between A and K shall appoint a representative to serve beginning in
13 odd numbered fiscal years and communities whose beginning letter falls from L through Z
14 shall appoint a representative to serve beginning in even numbered fiscal years.

15 Appointment of all other members will be on an annual basis by the Board Chair.

16 Appointments to fill a vacancy shall be for the unexpired term.

17
18 The Planning Advisory Committee shall meet on a quarterly basis or as needed to conduct
19 the following activities:

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

45
46 F. Long Range Planning Committee (LRPC)

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

5
6 The Chair of the Long Range Planning Committee shall be a Board member selected by the
7 Chair of the CCRPC. There shall be up to 14 members and representatives of organizations
8 as follows:

- 9 • 3-6 Board members
- 10 • 1 or 2 TAC members
- 11 • 1 or 2 PAC members
- 12 • 1 to 3 members of public/interest groups
- 13 • 1 representative of the Vermont Agency of Transportation

14
15 The Long Range Planning Committee shall meet on a semi-annual basis or as needed to
16 conduct the following activities:

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

32
33 G. Clean Water Advisory Committee (CWAC)

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

38 The Chair of the CWAC shall be a CWAC member elected by the CWAC or appointed by
39 the Chair of CCRPC. There shall be members and representatives of organizations as
40 follows:

- 41 • 1 CCRPC Board member or Alternate (who may also represent their municipality)
 - 42 • Representatives of the County's 19 municipalities
 - 43 • University of Vermont
 - 44 • Vermont Agency of Natural Resources (ANR)
 - 45 • Vermont Agency of Transportation
- 46

- 1 • Burlington International Airport
- 2 • Other voting or non-voting members as may be determined appropriate by the CCRPC
- 3 after a recommendation from the CWAC.

4 The terms of CWAC municipal members will be for two years beginning July 1st,
5 municipalities whose beginning letter falls between A and K shall appoint a representative to
6 serve beginning in even numbered fiscal years and communities whose beginning letter falls
7 from L through Z shall appoint a representative to serve beginning in odd numbered fiscal
8 years. Organizational members shall appoint a member for a 2-year term with an alternate if
9 desired. Initial appointees of the ad hoc CWAC shall remain appointed until their
10 municipality or organization makes an appointment to this standing committee.
11 Appointments to fill a vacancy shall be for the unexpired term.

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

- 13 1. oversee programming related to the CCRPC's efforts in assisting the ANR with basin
14 planning and surface water management including but not limited to:
 - 15 a. CCRPC's assistance to ANR in the development of tactical basin plans;
 - 16 b. technical assistance and data collection activities, including information from
17 watershed organizations, to inform municipal officials and the State in making
18 water quality investment decisions;
 - 19 c. coordinating assistance to municipalities considering municipal development
20 regulations to better meet State water quality policies and investment
21 priorities, at the option of the municipality;
 - 22 d. assistance to ANR in implementing a project evaluation process to prioritize
23 water quality improvement projects within the region to assure cost effective
24 use of State and federal funds.
- 25 2. undertake water quality related technical assistance and policy activities and coordinate
26 activities with the Transportation Advisory Committee including but not limited to
27 activities related to implementation of Municipal Roads Stormwater General Permits;
28
- 29 3. There shall be a Municipal Separate Storm Sewer System (MS-4) subcommittee of the
30 CWAC comprised of the municipalities and organizations in Chittenden County subject
31 to a Municipal Separate Storm Sewer System (MS-4) or Transportation Separate Storm
32 Sewer System (TS-4) permit:
 - 33 a. This subcommittee shall operate under agreements contained in a mutually-agreed
34 upon Memorandum of Understanding regarding implementation of, but not
35 limited, to Minimum Control Measures #1 and #2 or as may be amended or
36 consolidated.
 - 37 b. This subcommittee has sole authority regarding implementation of the
38 Memorandum noted above.
- 39 4. The CWAC or other individual subcommittees of the CWAC may also, as appropriate,
40 meet as needed to conduct the following activities:
 - 41 a. review and recommend to the Board water quality program recommendations and
42 priorities;
 - 43 b. review and recommend water quality studies for inclusion in the UPWP;
 - 44

- 1 c. review completed CCRPC studies regarding water quality issues;
2 d. oversee the selection of consultants to be retained for water quality related
3 projects and programs;
4 e. conduct other duties as assigned by the Board and/or Executive Committee
5 including recommendations to the Board as needed; and,
6 f. establish sub-committees on an as-needed basis.
7
8

9 **Article XIII. RESOLVING CONFLICTING INTERESTS**

10
11 **A. Preamble**

12 A public official must exercise his or her authority solely for the benefit of the public and, in
13 fact, 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

19 A real conflict of interest exists when a private interest exists leading to a personal benefit or
20 gain. An apparent conflict of interest exists when there is a perception that a conflict of interest
21 exists leading to a personal benefit or gain.
22

23 Such a conflict would arise when (1) a Board member, (2) any member of his or her immediate
24 family, (3) his or her partner, or (4) an organization which employs or is about to employ any
25 of (1) through (3) above, have a financial or other interest in the firm selected for the award.
26

27 Board members of both the Chittenden County Regional Planning Commission and the
28 Chittenden County Regional Planning Commission's sub-grantees will neither solicit nor accept
29 gratuities, favors, or items of value (excluding calendars, pens, and other nominal items) from
30 contractors, potential contractors, or parties to sub-agreements.
31

32 When a significant real or apparent conflict of interest arises the concerned parties shall discuss
33 the matter with the Executive Committee. Board members should raise the issue of a potential
34 conflict of interest of another Board member or staff person whenever they feel one exists and
35 the person in question does not declare a real or apparent conflict of interest. All real conflicts of
36 interest require compliance with Section B below. The Executive Committee will determine all
37 apparent conflicts of interest. If there is an actual conflict of interest the Committee shall decide
38 on a case-by-case basis whether an individual can participate in discussions, but the individual
39 shall not vote. Alternatively, if there is an apparent conflict of interest the Committee will decide
40 whether and how an individual may participate and if the individual may vote.
41

42 **B. Board Member Actions**

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

- 45 1) Disclosure. In the event a proposed contract, material or labor is to be furnished to the
46 Chittenden County Regional Planning Commission, the Board member shall state on the

1 record the nature of his or her conflict of interest. He or she shall not communicate,
2 either formally or informally, with any other Board member with respect to the awarding
3 of such contract and shall not vote on the question of its issuance.

- 4 2) Disclosure of Fiduciary Relationship. In the event the Board member has fiduciary
5 relationship with any individual, partnership, firm or corporation seeking to contract with
6 the Chittenden County Regional Planning Commission, or to provide materials or labor
7 thereto, or has a fiduciary interest in a project or a project before Act 250 or other
8 regulatory board where the Chittenden County Regional Planning Commission is a party,
9 the Board member shall, regardless of contract amount, state on the record the nature of
10 his or her interest, refrain from all formal or informal discussion with any other Board
11 members with respect to such contract or project, and shall not vote on the question of its
12 issuance or approval or disapproval.
- 13 3) Form. Upon joining the Chittenden County Regional Planning Commission or at the
14 beginning of the fiscal year, Board members will sign a form indicating that they have
15 read and understand this Section.

16
17 **ARTICLE XIV. APPROPRIATIONS TO THE CHITTENDEN COUNTY REGIONAL**
18 **PLANNING COMMISSION**

19
20 The Chittenden County Regional Planning Commission may receive and expend monies from
21 any source.

22
23 CCRPC Charter

24 ADOPTED by the Commission May 2, 1966.

25 AMENDED by the Commission May 26, 1997

26 AMENDED by the Commission September 28, 1998

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

28
29 CCMPO Bylaws

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

31 Amended March 16, 1984, December 17, 1984, May 28, 1985, July 23, 1985, July 11, 1988,
32 April 17, 1990, August 25, 1993, January 28, 1998, March 17, 1999, December 18, 2002, July
33 21, 2004, June 20, 2007 and superseded on by the bylaws of the CCRPC dated May 18, 2011,
34 effective July 1, 2011.

35
36 CCRPC Bylaws

37 Amended by CCRPC September 23, 1991; May 27, 1997; February 27, 2006

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

39 Amended by CCRPC May 21, 2014

40 Amended by CCRPC April 19, 2017