CHITTENDEN COUNTY REGIONAL PLANNING COMMISSION
BYLAWS
DRAFT – 10/7/2025

ARTICLE I. NAME AND PURPOSE

The name of this regional planning organization is the Chittenden County Regional Planning Commission (hereinafter referred to as CCRPC). These by-laws shall regulate and govern the affairs of the CCRPC.

The purpose of the CCRPC is to assist and serve its member municipalities to provide effective local government and address regional issues, creating an integrated region through planning and coordination in accordance with the State and federal laws and regulations described in more detail in Article II.

ARTICLE II. ENABLING LEGISLATION

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

The legal basis and powers for CCRPC serving as the region's regional planning commission stem from and are as stipulated in 24 V.S.A. Chapter 117 (24 V.S.A. § 4301 et seq., as amended, including Subchapter 3 (24 V.S.A. § 4345 et seq)), and such other laws as may be enacted by the General Assembly of the State of Vermont. The CCRPC was chartered by the municipalities of Chittenden County on May 2, 1966 with amendments to the original charter dated May 26, 1997, and September 28, 1998, and is funded in part through the State of Vermont property transfer tax as outlined in 24 V.S.A. § 4306(a). To the extent a conflict exists with these Bylaws and a provision in Vermont statutes governing regional planning commissions, the Vermont statutes will control.

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

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

ARTICLE III. DUTIES, RESPONSIBILITIES AND DUES

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

A. In order to carry out the responsibilities of the regional planning commission, the CCRPC carries out the duties as stipulated in 24 V.S.A. Chapter 117 (24 V.S.A. § 4301 et seq.), as amended, and such other laws as may be enacted by the General Assembly of the State of Vermont.

B. In order to carry out the responsibilities of the metropolitan planning organization (MPO), the CCRPC carries out the duties as stipulated in 23 CFR § 450.300 et seq., as amended, and such other laws and rules as may be enacted by the Government of the United States, the United States Department of Transportation or the State of Vermont.

C. Member communities provide local match funds for CCRPC programs funded in the annual work program under State and Federal law. Communities shall be assessed their reasonable fair share based on their community's proportional equalized education grand list of the CCRPC region. The most current data available for this grand list shall always be utilized in this allocation.

D. The duties and responsibilities of members and alternates will be articulated in job descriptions developed by the CCRPC.

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

F. In accordance with 24 V.S.A. § 4345(16), the CCRPC has the ability to:
   a. Acquire and dispose of a fee simple or lesser interest in real property through purchase, lease, grant, gift, bequest, or devise for the purpose of fulfilling its duties pursuant to 24 V.S.A. §§ 4345 and 4345a.
   b. Borrow money and incur indebtedness for the purposes of purchasing or leasing property for office space, establish and administer a revolving loan fund, or establish a line of credit, if approved by a two-thirds vote of those representatives to the CCRPC Board members present and voting at a meeting to approve such action. Any obligation incurred under this section:
      i. Shall not encumber the grand list or any property of a member municipality; and
      ii. In the case of a purchase, shall pledge the property to be purchased as collateral and shall not exceed the fair market value of such property.
   c. At the request of one or more member municipalities, act as an escrow agent and hold funds related to a municipal capital project or a project subject to a municipal land use permit in an escrow account, including taxes to be paid by the project, fines, and developer fees. Funds so held shall be segregated in a special account for each project on the books of the CCRPC and, within each project account, by municipality. However, this subdivision (F)(3) shall not confer authority on a regional planning commission to

hold tax increment revenues received from a tax increment financing district under 24 V.S.A. Chapter 53, subchapter 5.

d. Enter into contracts with public and private entities, including the State of Vermont and the federal government to provide regional planning services and fulfill its duties pursuant to 24 V.S.A. §§ 4345 and 4345a.

e. Invest funds held in reserve in any security or investment that is prudent under the Uniform Prudent Management of Institutional Funds Act. This subdivision (F)(5) only shall apply to funds whose investment is not otherwise restricted by State or federal law; the terms of a grant, gift, or devise; or the terms of a contract or service agreement.

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

ARTICLE IV. APPOINTMENT OF REPRESENTATIVES, TERM OF OFFICE

A. Board Membership in CCRPC 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
Patrick Leahy Burlington International Airport (PLBIA)	Federal Transit Administration (FTA)
Chittenden County Transportation Authority (CCTA) dba Green Mountain Transit (GMT)	Railroad Industry

B. Each member municipality's locally elected legislative body shall appoint a representative (Municipal Representative) to the CCRPC 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 by the locally elected legislative body 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 remainder of an 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 CCRPC 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 CCRPC and may be removed during their term.

D. The Vermont Secretary of Transportation or their designated alternate will represent the State of Vermont Agency of Transportation.

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

Article V. QUORUM & VOTING

A. MPO business is defined comprehensively to include all activities undertaken by the CCRPC to carry out its responsibilities and authority as a metropolitan planning organization.

B. MPO voting. When conducting MPO business, municipalities that are incorporated shall each have at least one vote and VTrans shall have one vote. The voting power of the CCRPC shall consist of a total of 24 votes apportioned as follows:

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

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

business.

Notwithstanding the need to make adjustments as a result of official corrections to the decennial census urbanized area boundary, the CCRPC shall review, and amend as it deems appropriate, its voting mechanisms and voting distribution for the purposes of MPO business within one year of the publication of each decennial census urbanized area boundary.

C. All other CCRPC business. For the purposes of voting on all other CCRPC business, including elections, FHWA, VAOT, GMT, Railroad Industry, FTA and BIA are non-voting Board members. A majority of the total of Municipal and Regional Board members shall constitute a quorum for the transaction of all other business at meetings of the CCRPC unless otherwise noted. Each Board member has one vote. A majority vote of the quorum of the Municipal and Regional Board is required to adopt or amend other CCRPC business. Only Municipal Board members shall vote on approving municipal plans and planning processes per 24 V.S.A. § 4350.

ARTICLE VI. EXECUTIVE DIRECTOR

A. Executive Director shall:
1) Be responsible to the CCRPC.
2) Conduct a regional planning program, within the framework of 24 V.S.A., Chapter 117, and other state statutes relevant to regional planning.
3) Carry out all aspects of the regional transportation planning program in coordination with the Transportation Program Director.
4) Manage contracts with consultants for the purpose of implementing the duly adopted Unified Planning Work Program (UPWP).
5) Recommend changes to the bylaws, etc. to reflect the passage of new federal or state legislation.
6) Be responsible for the office.
7) Hire and manage staff including consultation with the Executive Committee when hiring management staff.
8) Be in charge of all general correspondence of the CCRPC.
9) Shall be responsible for:
    a) The keeping of minutes of regular and special meetings of the CCRPC;
    b) The notifying of Board members of their election to office or appointment to committees; and,
    c) The receiving of all money due the CCRPC.
10) Prepare an annual budget and UPWP, including estimated revenues and expenditures, for the fiscal year to be reviewed by the Executive Committee of the CCRPC prior to submission for approval by the full Board.
11) Disburse the funds in accordance with the budget and as authorized by the Chair, Vice Chair, or Secretary/Treasurer.
12) Keep accounts which shall at all times be open to inspection by the Board members.
13) Undertake such other duties as the CCRPC shall assign.
14) Prepare an annual written report after the completion of each fiscal year.

15) Prepare a calendar for the ensuing year, which shall be presented to the CCRPC.
16) Prepare quarterly financial reports in a format approved by the Executive Committee and the CCRPC.
17) Prepare a recommendation to the CCRPC regarding any potential municipal service agreements and, if entered into, report on their status, the services provided, and funding arrangements, as appropriate.

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

ARTICLE VII. OFFICERS & EXECUTIVE COMMITTEE

A. Election of Officers and Executive Committee

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

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

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

B. Qualifications and Duties of Officers

1) As a qualification for office, the Chair shall have served at least one year as a representative on the CCRPC. The Chair shall have the power to call special meetings, establish agendas, preside over CCRPC meetings and, with concurrence of the CCRPC establish and appoint committees and their members beyond those appointed by member municipalities and VTrans. The CCRPC will have at least those committees delineated in Article XI of these by-laws. The Chair shall execute agreements, contracts, and checks in accordance with administrative policies and procedures approved by the Executive Committee.
2) The Vice-Chair shall act as the Chair in the absence of the Chair, and in their absence have the same powers as the Chair.
3) The Secretary/Treasurer shall act as the Chair in the absence of the Chair and Vice-Chair, and in their absence have the same powers as the Chair. The Secretary/Treasurer shall be responsible for such secretarial and financial duties as are customary to the office.
4) In the absence of the Chair, Vice-Chair, and Secretary/Treasurer another member of the Executive Committee will act as the Chair with the consent of the CCRPC Board.

C. Membership and Elections for Vacancies of the Executive Committee
The members of the Executive Committee shall consist of six members: the Chair, Vice-Chair, Secretary/Treasurer, immediate past Chair and the two municipal members described in Section A above, elected at the June meeting. In the event of a vacancy existing between annual elections, the CCRPC shall elect a member to the Executive Committee to serve until the next June meeting.

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

E. Purpose, Power and Duties of the Executive Committee
The purpose of the Executive Committee shall be to facilitate the administration of the CCRPC, ensure that policy and planning recommendations are brought before the Board, and ensure that the decisions of the CCRPC are implemented.

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

1) Monitor and assure the implementation of CCRPC Board of Director decisions.
2) Oversee the development of the agenda for CCRPC meetings.
3) Oversee the affairs of the CCRPC between its regular meetings but to act for the CCRPC only when immediate action is required, and the CCRPC Board of Directors would not be able to take the necessary action.
4) Annually recommend to the full CCRPC at the June meeting Regional Board members to be elected to represent the sectors prescribed in Article IV. C.
5) Oversee the activities of the Finance Committee (FC), Board Development Committee (BDC), Unified Planning Work Program Committee (UPWPC), Transportation Advisory Committee (TAC), Planning Advisory Committee (PAC), Long Range Planning Committee (LRPC), Community Engagement Advisory Committee (CEAC), and Clean Water Advisory Committee (CWAC) and to review Committee recommendations prior to submission to the Board of Directors.
6) Oversee organizational and personnel policies.
7) Recommend for employment an Executive Director subject to confirmation by the CCRPC.
8) Support, and annually review, the Executive Director.
9) Assist the Executive Director in the hiring of management staff.
10) Determine, recommend and transmit to the CCRPC for approval all recommendations concerning public policy and plan recommendations forthcoming from the CCRPC's

program, which would affect the Chittenden County region and its individual constituent municipalities.

11) Take action on Act 250/Section 248 applications per the CCRPC adopted *Guidelines and Standards for Reviewing Act 250 and Section 248 Applications*.
12) Make recommendations to the CCRPC concerning entering into, withdrawal from, and/or terminating municipal service agreements.
13) May develop and update the CCRPC strategic plan and report findings to the Board of Directors;
14) Establish sub-committees on an as needed basis.
15) Submit a written report of its activities and/or minutes of its meetings prior to each CCRPC meeting.

F. Executive Committee Meetings

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

ARTICLE VIII. MEETINGS

The rules of procedures of the CCRPC shall be Robert's Rules of Order the latest edition. These procedures will be followed except where superseded by these by-laws.

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

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

recommendation.

ARTICLE IX. FISCAL YEAR & MEETING DATES

The CCRPC's fiscal year shall be July 1st through June 30th.

The Annual Meeting shall be set by the Executive Committee and affirmed by the CCRPC Board.

The June Meeting of the CCRPC each year shall include the election of the organization's Officers and the Executive Committee.

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

ARTICLE X. ADOPTIONS OR AMENDMENTS.

A. Bylaws

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

B. MPO Business

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

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

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

C. Regional Plan
The CCRPC shall hold public hearings and seek comments on a proposed Regional Plan or amendments consistent with 24 V.S.A. § 4348. The CCRPC shall hold public hearings and review municipal plans and planning processes consistent with 24 V.S.A. §4350. The Metropolitan Transportation Plan (MTP) is integrated into and part of the Regional Plan.

D. Metropolitan Transportation Plan
The MTP shall be considered and voted upon first as MPO Business. Then the full membership of CCRPC shall consider and vote upon the MTP as part of the Regional Plan or the full Regional Plan as appropriate.

E. Unified Planning Work Plan
The portion of the UPWP that is transportation funded shall be considered and voted upon as MPO Business. Then the full membership of CCRPC shall consider and vote upon the full UPWP.

Article XI. MUNICIPAL SERVICE AGREEMENTS

Participation by a municipality in a municipal service agreement with the CCRPC shall be voluntary and only valid upon appropriate board action. as set forth in 1 V.S.A. § 172 and other applicable provisions of law. including the Open Meeting Law (1 V.S.A. § 310 et seq.) by the legislative body of the municipality. To become effective, a municipal service agreement shall be executed by a duly authorized agent of the regional planning commission and of each of the legislative bodies of the municipalities who are proposed parties to the service agreement. The agreement may include other parties as may be relevant to a particular service. Any modification to a service agreement shall not become effective unless approved by all parties to the service agreement, including the legislative bodies of all involved municipalities. Such modifications shall be in writing, with a copy provided to all parties to the agreement.

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

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

All service agreements shall contain a termination date unless some other method of termination is expressly provided in the agreement. Service agreements shall also contain a provision describing how parties may withdraw from the agreement prior to the termination date. The method of withdrawing from and/or terminating a service agreement shall generally be the

same as the process for entering such agreement - i.e., by majority vote of the members of the legislative body, subject to other applicable provisions of law. If, however, the service agreement involves multi-year financial obligations or other contractual obligations have been incurred in reliance on the service agreement, the withdrawing party shall withdraw only upon satisfaction of those obligations or mutual written agreement regarding the process to satisfy the same.

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

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

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

ARTICLE XII. COMMITTEES

There shall be committees of the CCRPC as described herein. All CCRPC Board members are expected to participate in a minimum of at least one standing committee. The Chair may appoint ad hoc committees for a specific purpose with the approval of the CCRPC. Committees should include subject matter experts as needed to provide advice to the CCRPC Board.

For all committees except the Executive Committee, a quorum is defined as the majority of voting members present. In special circumstances when timing of a vote is an issue, committee members may be asked to call a special meeting to vote on time-sensitive items.

A. Finance Committee (FC)

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

The members of the Executive Committee and one additional member of the Board of Directors shall constitute the membership of the Finance Committee.

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

1) Oversee CCRPC finances.
2) Oversee the CCRPC annual budget development in cooperation with the Unified Planning Work Program Committee.
3) Oversee the CCRPC annual audit.
4) Oversee the staff benefit structure.
5) Oversee the staff compensation budget recommendations on an annual basis.
6) Oversee the development of a compensation study on a five-year basis.

7) Conduct other duties as assigned by the Board.
8) Establish sub-committees on an as needed basis.

B. Board Development Committee (BDC)

The Board Development Committee shall oversee the CCRPC nominating process, updates to the CCRPC bylaws, Board member development, communications, and engagement as specifically described in items 1-10 of this section.

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

The Board Development Committee shall meet as needed to conduct the following activities.

1) Prepare a slate of officers.
2) Review and recommend updates of the CCRPC bylaws on an as needed basis and report findings to the Executive Committee.
3) Conduct new Board member recruitment in coordination with municipal locally elected legislative bodies.
4) Oversee Board member training and development.
5) Conduct periodic Board performance evaluations.
6) Oversee and conduct CCRPC outreach and communications (or delegate to an ad hoc committee).
7) Oversee and conduct CCRPC marketing and branding (or delegate to an ad hoc committee).
8) Review and recommend updates of the CCRPC Public Participation Plan on an as needed basis (or delegate to an ad hoc committee) and report findings to the Executive Committee.
9) Conduct other duties as assigned by the Board and/or Executive Committee.
10) Establish sub-committees on an as needed basis.

C. Unified Planning Work Program Committee (UPWPC)

The Unified Planning Work Program Committee shall oversee the CCRPC annual work plan development process as specifically described in items 1-5 of this section.

The Chair of the Unified Planning Work Program Committee shall be a Board member selected by the Chair of the CCRPC. The members are as follows:

- 3-5 Board members
- 2 Transportation Advisory Committee members
- 2 Planning Advisory Committee members
- 2 Clean Water Advisory Committee members
- 2 Community Engagement Advisory Committee members or other representatives of environmental justice communities;
- Vermont Agency of Transportation
- Federal Highway Administration (ex-officio, non-voting)
- Green Mountain Transit (ex-officio, non-voting)

The Unified Planning Work Program Committee shall meet as needed to conduct the following activities.

1) Develop a draft annual Unified Planning Work Program (UPWP) and report findings to the Executive Committee in cooperation with the Finance Committee.
2) Review and recommend updates to the UPWP development process policies on an as needed basis and report findings to the Executive Committee.
3) Develop performance measures to monitor the implementation of the UPWP, update the performance measures on an as needed basis, monitor the implementation of the UPWP using the established performance measures and report findings to the Executive Committee.
4) Conduct other duties as assigned by the Board and/or Executive Committee.
5) Establish sub-committees on an as needed basis.

D. Transportation Advisory Committee (TAC)

The Transportation Advisory Committee shall oversee the CCRPC transportation activities and policy development funded primarily through the Federal Highway Administration Metropolitan Planning Organization (MPO) program as specifically described in items 1-9 of this section.

The Chair of the Transportation Advisory Committee shall be a TAC member elected by the TAC or appointed by the Chair of CCRPC. The members are as follows:

- 1 Board member
- Representatives of the 18 municipalities eligible to vote on MPO business as described in Article V. A.
- Vermont Agency of Transportation
- Federal Highway Administration
- Green Mountain Transit
- Burlington International Airport
- Chittenden Area Transportation Management Association
- Special Services Transportation Agency
- Representative of the Business Community
- Representative of People with Disabilities
- Representative of the Older Adult Community
- Representative of the Environmental Community
- Representative of the Bicycle and/or Pedestrian Community
- Representative of the Rail Industry
- Representative of the Community Engagement Advisory Committee or environmental justice community
- Additional organizations or agencies may be added with approval from the CCRPC Board.

The terms of TAC members will be consistent with section IV.B of these by-laws. Appointments of all other members will be on an annual basis by the Board Chair. Appointments to fill a vacancy shall be for the remainder of the unexpired term.

For vacancies of special interest groups (e.g., business, people with disabilities, etc.), CCRPC will ask for nominations from representative groups and community members to ensure a diversity of candidates are part of the nomination pool. Interested individuals will be asked to attend a TAC meeting to introduce themselves and share the perspective they would bring in representing a particular interest as part of the TAC. The TAC will then select a representative to recommend to the Board Chair for appointment.

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

1) Review Metropolitan Transportation Plan (MTP) updates, revisions, and amendments and provide comments before the MTP is reviewed by the Long Range Planning Committee.
2) Review and recommend to the Board the Transportation Improvement Program (TIP) and TIP amendments.
3) Review and recommend to the Board a prioritized list of projects based on VTrans' Project Selection and Prioritization Process (VPSP2).
4) Review and recommend to the Board targets for federally established performance measures on various categories such as safety, asset condition, system performance, etc..
5) Review and recommend the UPWP to the Board.
6) review draft Public Participation Plan (PPP) and provide comments to the Community Engagement Advisory Committee.
7) Oversee the selection of consultants to be retained for MPO-funded projects and programs.
8) Undertake MPO-related technical and policy activities.
9) Coordinate transportation land use activities with the Planning Advisory Committee and transportation water quality activities with the Clean Water Advisory Committee.
10) Conduct other duties as assigned by the Board and/or Executive Committee including recommendations to the Board as needed.
11) Establish sub-committees on an as needed basis.

E. Planning Advisory Committee (PAC)

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

The Chair of the Planning Advisory Committee shall be a PAC member elected by the PAC or appointed by the Chair of CCRPC. The members are as follows:

- 1 Board member
- Representatives of the 18 incorporated municipalities and Buel's Gore
- 3-5 members of public/interest groups that may include, but are not limited to, the Vermont Department of Health and Champlain Housing Trust
- GMT (ex-officio, non-voting)
- Agency of Commerce and Community Development (ex-officio, non-voting)
- Representative of the Community Engagement Advisory Committee or environmental justice community.

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

The Planning Advisory Committee shall meet as needed to conduct the following activities.

1) Review municipal plans (with the inclusion of ad hoc Committee members from the involved and adjacent communities).
2) Review and make recommendations to the Board regarding *Guidelines and Standards for Reviewing Act 250 and Section 248 Applications* and identify development projects that may require Act 250 or Section 248 review so that the Board's role in the process may be proactive instead of reactive.
3) Review and recommend regional and land use planning studies for inclusion in the UPWP.
4) Review and recommend the UPWP to the Board.
5) Review draft Public Participation Plan (PPP) and provide comments to the Community Engagement Advisory Committee.
6) Provide interface between the Board, work groups and functions related to cross-cutting planning issues and the Regional Plan.
7) .Provide input to MTP, UPWP, and TIP development, and other transportation planning processes, on issues or projects of a regional nature.
8) Oversee the selection of regional planning and MTP land use related consultants to be retained for projects and programs.
9) Evaluate and prioritize regional planning technical assistance.
10) Review and make recommendations to the Board regarding Regional Plans of adjacent regions.
11) Undertake regional planning related technical and policy activities .
12) Coordinate transportation land use activities with the Transportation Advisory Committee.
13) Conduct other duties as assigned by the Board and/or Executive Committee.
14) Establish sub-committees on an as-needed basis.

F. Long Range Planning Committee (LRPC)

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

The Chair of the Long Range Planning Committee shall be a Board member selected by the Chair of the CCRPC. The members are as follows:

- 3-6 Board members
- 1 or 2 TAC members
- 1 or 2 PAC members
- 1 to 3 members of public/interest groups
- 1 representative of the Vermont Agency of Transportation

- Representative of the Community Engagement Advisory Committee or environmental justice community

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

1) Develop the Metropolitan Transportation Plan at least every five years and present to the Board of Directors for adoption.
2) Develop the Regional Plan at least every eight years and present to the Board of Directors for adoption.
3) Develop policy recommendations related to the MTP and RP for Board of Directors consideration and/or action.
4) Provide guidance to the MTP, RP, UPWP, and TIP development and other land use transportation planning processes on issues and/or projects of a long range planning nature.
5) Coordinate activities with the TAC and PAC to assure consistency in plans and policy recommendations to the Board.
6) Review an annual report of indicators produced by staff to benchmark the region's progress towards meeting regional and transportation planning goals.
7) Conduct other duties as assigned by the Board of Directors and/or Executive Committee.
8) Establish sub-committees on an as needed basis.

G. Clean Water Advisory Committee (CWAC)

The Clean Water Advisory Committee (CWAC) shall oversee the CCRPC activities and policy development regarding but not limited to, the Vermont Lake Champlain Total Maximum Daily Load (TMDL) Plan and its related plans and programs.

The Chair of the CWAC shall be a CWAC member elected by the CWAC or appointed by the Chair of CCRPC. The members are as follows:

- 1 CCRPC Board member or Alternate (who may also represent their municipality)
- Representatives of the County's 19 municipalities
- Representative of the Community Engagement Advisory Committee or environmental justice community
- Other voting or non-voting members as may be determined appropriate by the CCRPC after a recommendation from the CWAC.

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

The CWAC shall meet as needed to conduct the following activities.

1. Oversee programming related to the CCRPC's efforts in assisting the ANR with basin planning and surface water management including but not limited to:
   a. CCRPC's assistance to ANR in the development of tactical basin plans.
   b. Technical assistance and data collection activities, including information from watershed organizations, to inform municipal officials and the State in making water quality investment decisions.
   c. Coordinating assistance to municipalities considering municipal development regulations to better meet State water quality policies and investment priorities, at the option of the municipality.
   d. Assistance to ANR in implementing a project evaluation process to prioritize water quality improvement projects within the region to assure cost effective use of State and federal funds.
2. Undertake water quality related technical assistance and policy activities and coordinate activities with the Transportation Advisory Committee including but not limited to activities related to implementation of Municipal Roads Stormwater General Permits.
3. There shall be a Municipal Separate Storm Sewer System (MS-4) subcommittee of the CWAC comprised of the municipalities and organizations in Chittenden County subject to a Municipal Separate Storm Sewer System (MS-4) or Transportation Separate Storm Sewer System (TS-4) permit:
   a. This subcommittee shall operate under agreements contained in a mutually-agreed upon Memorandum of Understanding regarding implementation of, but not limited, to Minimum Control Measures #1 and #2 or as may be amended or consolidated.
   b. This subcommittee has sole authority regarding implementation of the Memorandum noted above.
4. The CWAC or other individual subcommittees of the CWAC may also, as appropriate, meet as needed to conduct the following activities:
   a. Review and recommend to the Board water quality program recommendations and priorities.
   b. Review and recommend water quality studies for inclusion in the UPWP.
   c. Review completed CCRPC studies regarding water quality issues.
   d. Oversee the selection of consultants to be retained for water quality related projects and programs.
   e. Conduct other duties as assigned by the Board and/or Executive Committee including recommendations to the Board as needed.
   f. Establish sub-committees on an as-needed basis.

H. Community Engagement Advisory Committee (CEAC)

The CEAC shall review and provide recommendations regarding CCRPC activities, plans, programs, projects, and policies to ensure processes and outcomes are accessible and fair to all residents. The Committee will create an annual work plan based upon its duties. ~~The work plan will be action oriented and focused on outcomes.~~

The CEAC shall determine the manner in which they operate and make decisions.

The membership is determined by community interest and will be appointed when appropriate by the Chair of the CCRPC Board with concurrence of the Executive Committee.

The membership shall be an odd number up to 23 members consisting of the following:

- Up to 3 CCRPC Board members or alternates
- 5 or more representatives of under-represented populations to be solicited broadly
- 3 or more staff to participate as non-voting members

The terms of CEAC municipal members will be for one year beginning July 1st. Appointments to fill a vacancy shall be for the unexpired term.

The CEAC shall meet as needed to conduct the following activities.

1. Update the description of the CEAC as needed
2. Develop and update as needed an organizational equity statement and action plan for the CCRPC to be recommended to the CCRPC Board for action.
3. Update the Public Participation Plan (PPP) as needed including the following:
    a. Update the Guiding Principles, Equity Impact Worksheet, Language Access Plan, Community Compensation Policy/Stipend Policy and other included policies every five years or as needed.
    b. Recommend an updated PPP to the CCRPC Board
4. Steward the implementation of the Public Participation Plan (PPP) to ensure its integration into relevant projects and processes.
    a. Reviewing public engagement plans for major plan updates (Regional Plan, MTP, CEDS, etc.).
    b. ~~Reviewing Equity~~ Provide input on Community Impact Worksheets at the beginning of a project to inform the scope and public engagement plan.
    c. Reviewing public engagement plans for projects with impacts on marginalized communities.
5. Support community education and engagement for CCRPC projects, through sharing information and supporting outreach within communities for CCRPC projects.
6. Annually review the CCRPC's Unified Planning Work Program (UPWP), including:
    a. Review and improve the process for including inclusive engagement in the UPWP application process.
    b. Review UPWP applications regarding ~~to ensure~~ open and fair ngagement practices and outcomes are included in the scope and budget.
    c. Provide recommendations as appropriate to the UPWP Committee by their second meeting in February.
7. Develop and oversee a Donations & Sponsorships strategy for the organization and make recommendations to the Executive Director.
8. As opportunities arise, review and provide recommendations on inclusive engagement training for staff and Board.
9. As opportunities arise, advise on relevant county-wide, municipally-oriented convenings and networking sessions.

ARTICLE XIII. RESOLVING CONFLICTING INTERESTS

A. Preamble

A public official must exercise their authority solely for the benefit of the public and stand in a

fiduciary relationship to the public. They are held by the law to a most rigorous standard with respect to any activity which places any of their individual interests in a position where a conflict with their public responsibility could reasonably arise. The law requires that public officials must ensure actual separation of their private interests from their public responsibilities.

A conflict of interest exists when a private interest leads, or could reasonably be seen as leading, to a public official's personal benefit or gain. An apparent conflict of interest exists when there is a perception that a conflict of interest exists leading to a personal benefit or gain.

Such a conflict would arise when (1) a Board member, (2) any member of their immediate family or household, including children, step children, parents, grandparents, grandchildren, siblings, aunts and uncles, cousin or other familial relationship, (3) their spouse or partner, or (4) an organization which employs or is about to employ any of (1) through (3) above, have a financial or other pecuniary interest in the outcome of a cause, proceeding, application, or entity selected for an award, or with respect to any other matter pending before the CCRPC. Conflicts of interest may also arise where a Board member has publicly displayed a prejudgment of the merits of a matter pending before CCRPC, or where the Board member has not disclosed an ex parte communication from a party regarding such a matter.

A conflict of interest does not arise when a Board member does not have an interest, whether personal or financial, that is greater than that of other individuals generally affected by the outcome of a matter, such as, when a Board member votes on an award of services or funding to the municipality in which the Board member resides. In such instance, the Board member has no interest in the outcome of the vote different than other Board members

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

When a potential, significant, or apparent conflict of interest arises the concerned parties shall discuss the matter with the Executive Committee. Board members should raise the issue of a real or apparent conflict of interest of another Board member or staff person first with the Board member who may have such real or apparent conflict of interest directly, and if the Board member disagrees regarding the existence of a conflict of interest or does not otherwise respond to the person raising the issue, then with the Executive Committee if the person in question has not made it known to the Board. All real conflicts of interest require compliance with Section B below, and the Executive Committee will determine whether an apparent or potential conflict of interest rises to the level of an actual conflict of interest. If there is an actual conflict of interest the Committee shall decide on a case-by-case basis whether an individual can participate in discussions, but the individual shall not participate in the deliberations, if separate from the discussion of the matter, or a vote on the matter.

Alternatively, if there is an apparent conflict of interest, the Committee will decide whether and how an individual may participate and if the individual may vote. If authorized by the Committee and prior to voting on a matter in which a Board member may have an apparent conflict of interest, if the Board member believes that they are able to act fairly, objectively, and

in the public interest such that voting on the matter is appropriate, then they shall disclose the apparent conflict of interest, state in the meeting that they feel they are able to act fairly, objectively, and in the public interest, and the reason(s) why they are able to act fairly, objectively and in the public interest, which shall be entered into the minutes of the proceeding.

If an undisclosed apparent or real conflict of interest arises during the course of the Board's consideration or discussion of a matter, the Board may pause the proceeding so that the Executive Committee can take evidence or testimony regarding the nature of the apparent or real conflict of interest and then adjourn to a short executive session for the Committee to determine how to address the conflict.

B. Board Member Actions

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

1) Disclosure**.** In the event a proposed contract, material or labor is to be furnished to the CCRPC, or the Board member has a conflict of interest in a hearing or proceeding before CCRPC, the Board member shall state on the record the nature of his or her conflict of interest. He or she shall recuse themselves from the matter, not communicate, either formally or informally, with any other Board member with respect to the awarding of such contract or the proceeding, and shall not vote on the question of its issuance, approval or disapproval..
2) Disclosure of Fiduciary Relationship**.** In the event the Board member has fiduciary relationship with any individual, partnership, firm or corporation seeking to contract with the CCRPC, or to provide materials or labor thereto, or has a fiduciary interest in a project or a project before Act 250 or other regulatory board where the CCRPC is a party, the Board member shall, regardless of contract amount, recuse themselves from the decision, state on the record the nature of his or her interest, refrain from all formal or informal discussion with any other Board members with respect to such contract or project, and shall not vote on the question of its issuance or approval or disapproval.
3) Recusal. In all cases where a Board member recuses themselves, is required to recuse themselves, or is asked to do so by another Board member and said individual consents, then the Board member shall not sit with CCRPC as it considers the matter in which the conflict of interest exists and shall not participate in the proceeding as a Board member. Nothing herein shall prevent a Board member from participating in a proceeding before CCRPC if they qualify as a party and if they appear through an attorney or duly authorized representative.
4) Form**.** Upon joining the CCRPC or at the beginning of the fiscal year, Board members will sign a form indicating that they have read and understand this Section.
5) A Board member's failure to comply with this section will result in action taken by the Executive Committee as they deem appropriate, including but not limited to censuring the Board member, requesting the resignation of the Board member, or requesting the appointing authority to remove the Board member.

ARTICLE XIV. APPROPRIATIONS TO THE CCRPC

The CCRPC may receive and expend monies from any source.

CCRPC Charter
ADOPTED by the Commission May 2, 1966.
AMENDED by the Commission May 26, 1997
AMENDED by the Commission September 28, 1998
Superseded by the Commission, May 18, 2011, effective July 1, 2011

CCMPO Bylaws
Adopted by the Chittenden County Metropolitan Planning Organization July 15, 1983.
Amended March 16, 1984, December 17, 1984, May 28, 1985, July 23, 1985, July 11, 1988, April 17, 1990, August 25, 1993, January 28, 1998, March 17, 1999, December 18, 2002, July 21, 2004, June 20, 2007, and superseded on by the bylaws of the CCRPC dated May 18, 2011, effective July 1, 2011.

CCRPC Bylaws
Amended by CCRPC September 23, 1991; May 27, 1997; February 27, 2006
Superseded by the Commission, May 18, 2011, effective July 1, 2011
Amended by CCRPC May 21, 2014
Amended by CCRPC April 19, 2017Amended by CCRPC _____, 202X