Revised May 27, 2025

CHITTENDEN COUNTY COMMUNICATIONS UNION DISTRICT

(The "District", or CC CUD")

GOVERNING BOARD BYLAWS

SECTION 1. PURPOSE

Whereas, in accordance with the provisions of 30 V.S.A. chapter 82 ("Enabling Legislation"), the Chittenden County Communications Union District has satisfied the statutory requirements to qualify as a Communications Union District, the CC CUD Governing Board (the "Board") shall exist for the purpose of carrying out the roles and responsibilities described in said Act or any subsequent amendments.

SECTION 2. ORGANIZATION

As used herein, the term Municipality shall be understood to mean any member Town or City, and the term Legislative Body shall similarly imply either a Select Board or City Council, as appropriate. The CC CUD Governing Board consists of the delegates as appointed by the Legislative Bodies of the District's member municipalities. The Legislative Body of each member Municipality shall appoint a primary delegate and is encouraged to appoint one or two alternate delegates. Each such duly appointed delegate becomes a member of the Governing Board by presenting either a letter of appointment from his or her Municipality's Legislative Body or an email from Municipal staff attesting to the appointment effective upon notification of the appointment being received by the Clerk.

SECTION 3. REGULAR MEETINGS AND ANNUAL MEETINGS

The Board shall meet at least once a month. The Governing Board shall hold its annual meeting in April.

SECTION 4. SPECIAL MEETINGS

Special Meetings of the Board may be called at any time by the Chair or shall be called by the Clerk upon written request of members of the Board representing a majority of the member Municipalities. Written requests can be submitted by mail, email or in person to the Clerk of the District. Except in case of emergency, each member of the Board shall be given at least 24 hours' notice of any special meeting in accordance with the Vermont Open Meeting Law.

SECTION 5. QUORUM

For the purpose of transacting business, the presence of delegates representing more than 50 percent of the votes then eligible to be cast, shall constitute a quorum.

SECTION 6. RULES OF PROCEDURE

Except as otherwise provided by law, or as may be agreed upon by the board, Robert's Rules of Order shall govern at all meetings.

SECTION 7. VOTING
Each member Municipality shall be entitled to cast one vote by a delegate present. Every Municipality represented at a meeting shall identify its Voting Delegate during the attendance portion of the Board meeting so there is no ambiguity about which delegate from a Municipality is entitled to vote. Except as otherwise provided herein, or in the Enabling Legislation, a majority of the votes cast shall be required to approve any action.

SECTION 8. TERMS OF OFFICE
Governing Board: The member Municipality delegates who make up the Board shall each be appointed by their Legislative Bodies to serve for two years or to fulfill the remainder of an unexpired term, or until his or her successor is duly appointed. Executive Committee: The Chair and Vice- Chair shall be elected for two-year terms and are eligible to be reelected to successive terms without limit. Non-officer members of the Executive Committee are eligible to be reelected to successive terms without limit.

SECTION 9. ELECTION OF OFFICERS
The Board annually shall elect from among its members a Chair, Vice-Chair, and, as needed, at-large members of the Executive Committee. The Board may also elect other Executive Committee members, as it deems appropriate, for the conduct of its business.

SECTION 10. CHAIR
The Chair shall preside at all meetings of the Board. The Chair shall also perform the entire duties incident to the position and office.

SECTION 11. VICE CHAIR
During the temporary absence or inability of the Chair to perform his or her duties, the Vice Chair shall perform such duties. If the vacancy becomes permanent due to death, disability, resignation or removal, the Vice Chair shall serve as acting Chair until the vacancy is filled.

SECTION 12. CLERK
The Clerk shall be elected every two years by the Governing Board and shall be an ex-officio non-voting member of the Executive Committee. The Clerk may, or may not, be a member of the Governing Board. The Clerk of the District shall execute all duties assigned to the Clerk by the Enabling Legislation. He or she shall have custody of the public records of the District and shall record all votes and proceedings of the District, including meetings of the District and meetings of the Governing Board. The Clerk shall also prepare and warn all meetings of the Governing Board in accordance with Vermont law and shall cause the annual report approved by the Governing Board to be distributed to the legislative bodies of the member municipalities. The Clerk shall also perform all the duties and functions incident to the office of a Secretary or Clerk of a body corporate.

SECTION 13. TREASURER
The Treasurer shall be appointed every two years and as needed by the Executive Committee and shall be an ex-officio non-voting member of the Executive Committee. The Treasurer may not be a member of the Governing Board. The Treasurer shall have the custody of the funds of the District and shall be the disbursing officer of the District. When authorized by the Governing Board, the Treasurer shall sign, make or endorse in the name of the District all checks and orders for the payment of monies as may be required to carry out the provisions of the District and the Operating Agreement, as well as any and all valid contracts to which the District is a party, and pay out and disburse the same.

SECTION 14. EXECUTIVE COMMITTEE
The Governing Board may elect from its membership an Executive Committee consisting of a total of up to five members: the Chair, the Vice-Chair, and up to three additional non-officer, at large members. In addition, the Treasurer and Clerk shall be ex-officio, non-voting members. The Executive Committee shall perform duties as assigned or delegated by the Governing Board. The Executive Committee shall be representative of the diverse interests of the member Municipalities while also taking into consideration expertise available and needed. No Municipality shall have more than one voting member on the Executive Committee. This does not prevent any single Municipality from being represented by a voting member and the Clerk.

SECTION 15. VACANCY
If the absence or inability of any of the Executive Committee members to perform his or her duties or exercise his or her powers becomes permanent due to death, disability, resignation or removal, the Board shall elect replacement(s) from among its membership. Executive Committee vacancies shall be filled as soon as practical after proper notice, by election at the next regular or special meeting of the Governing Board.

SECTION 16. RECORDS
The conduct of all meetings and public access thereto, and the maintaining of all records, books and accounts of the District shall be governed by the laws of this State relating to open meetings and accessibility of public records. Governing Board members, having an absolute right to access to any District record, shall not be subject to any fee that might otherwise be levied under open meeting regulations. Similarly, any materials deemed to be non-public, with the exception of personnel records, shall be made available to any Governing Board member upon request at no charge.

SECTION 17. OTHER COMMITTEES
As provided in the Enabling Legislation, the Governing Board may choose to establish other committees at its discretion for the purpose of advising the Governing Board such as a Finance Committee, an Audit Committee and a Technology Committee. Membership in such committees is not limited to Board members.

SECTION 18. REIMBURSEMENT OF OFFICERS

Any Officer or Member of the Executive Committee shall be reimbursed for such expenses incurred in the discharge of their duties hereunder, as may be authorized or approved by the Governing Board.

SECTION 19. REMOVAL OF OFFICERS
Any member of the Executive Committee may be removed by a two-thirds vote of the Governing Board whenever, in its judgment, the best interest of CC CUD will be served thereby.

SECTION 20. CONDUCT OF MEETINGS
To the fullest extent permitted by law, the Governing Board and all committees shall be allowed to meet, transact business, provide notice and communicate by electronic and telephonic means.

SECTION 21. INSURANCE AND INDEMNIFICATION
To the fullest extent afforded by law, including procuring and maintaining insurance through commercial carriers or municipal risk retention groups with limits in such amounts as the Governing Board shall deem sufficient to cover foreseeable risk, the District shall indemnify and defend its Governing Board and its officers from claims allegedly arising out of actions and omissions arising in such capacity.

SECTION 22. CONFLICTS OF INTEREST
The Governing Board shall adopt a conflicts of interest policy, which shall be binding upon Governing Board members and all District Officers.

SECTION 23. AMENDMENT
After initial adoption, the Governing Board should annually review the Bylaws to ensure the Bylaws remain current.

Amendments to the Bylaws must be proposed and warned by written notice to all members before or at a regularly scheduled meeting of the Board, and to become effective, must then be adopted by two-thirds of members present and eligible to vote.

SECTION 24. SAVINGS / SEVERABILITY
If any term or provision of these Bylaws shall be invalidated, such action shall not affect the balance of these Bylaws.