

TWO RIVERS-OTTAUQUECHEE  
REGIONAL COMMISSION BYLAWS

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Two Rivers-Ottawquechee Regional Commission  
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## **ARTICLE 1. POWERS OF THE REGIONAL COMMISSION**

The legal basis and powers of this Regional Commission stem from and are stipulated in the Vermont Planning and Development Act, 24 V.S.A., Chapter 117, Section 4301 et seq., as amended, and such other laws as may be enacted by the General Assembly of the State of Vermont.

## **ARTICLE 2. NAME AND ADDRESS**

The name of this Regional Commission shall be the TWO RIVERS-OTTAUQUECHEE REGIONAL COMMISSION. The principal address of the Commission shall be its offices.

## **ARTICLE 3. PURPOSES**

- A. The general purpose of Regional Commissions shall be to guide, prepare and maintain coordinated plans for the development of the region which will, in accordance with present and future needs and resources, best promote the health, safety, order, convenience, prosperity and welfare of the inhabitants of said region. Said plans shall encourage and include, but not be limited to, the following: proper population distribution, proper land use for industry, commerce, housing, recreation, forestry and agriculture; adequate facilities of transportation and communication; the proper and economic location of public utilities and services; the conservation of the supply of food, water, energy, and other natural resources; good civic design; promotion of educational and cultural opportunities; and the wise and efficient expenditures of public funds.
- B. To assist towns and villages and their respective local planning commissions in bringing about municipal planning to promote the health, safety and welfare of the local and regional areas with which this Regional Commission is concerned, together with the people thereof; to advise municipal governing bodies in all aspects of municipal governance.
- C. To undertake studies and make specific recommendations on economic, industrial, residential, and commercial development within the region; to carry out, with cooperation of municipalities within the region, economic development programs for the full development, improvement, protection and preservation of the region's physical and human resources.
- D. To prepare and adopt a Regional Plan in accordance with the provisions of 24 V.S.A., Section 4348 and 4348(a) and consistent with the goals of 24 V.S.A., Section 4302.
- E. To undertake other activities or duties as required by law including, but not limited to, those outlined in 24 V.S.A., Section 4345, Section 4345(a) and Section 4350.

## **ARTICLE 4. MEMBERSHIP AND REPRESENTATION**

### **Section 4.1 General Membership Area**

Pursuant to the laws of the State of Vermont with regard to the creation of this Commission, the membership area of this Commission shall be the following towns: Barnard, Bethel, Bradford, Braintree, Bridgewater, Brookfield, Chelsea, Corinth, Fairlee, Granville, Hancock, Hartford, Hartland, Newbury, Norwich, Pittsfield, Plymouth, Pomfret, Randolph, Rochester, Royalton, Sharon, Stockbridge, Strafford, Thetford, Topsham, Tunbridge, Vershire, West Fairlee, and Woodstock.

### **Section 4.2 Commissioners**

All towns within the designated region shall be represented on the Commission by one or two Commissioners appointed by the legislative body of the town. No Commissioner shall formally serve until such appointment has been certified in writing to the Commission by the appointing legislative body. Commissioners serve at the pleasure of their legislative body.

Each town shall be entitled to cast one vote only at Commission proceedings. Accordingly, at any meeting where two Commissioners are present and representing the same town, they shall be entitled to cast only one collective vote.

A Commissioner may be reappointed to succeed himself or herself. In the event of death, resignation, disqualification, excessive absence or removal of a Commissioner, a successor shall be appointed forthwith, as provided above.

### **Section 4.3 Members-At-Large**

To allow for the direct participation of various areawide citizen interests, the Commission authorizes the annual appointment of voting representatives from those areas of citizen interest designated by the Commission. Such appointment shall be by favorable vote of at least 75% of the Commissioners present at a meeting noticed for this purpose. Such representatives shall be titled Members-At-Large and are entitled to full voting privileges. Members-At-Large shall serve for a period of one year or until the end of the organizational year, whichever occurs first. Current or past Members-At-Large may be appointed for ensuing terms. The number of appointed Members-At-Large shall be not more than five (5).

A Member-At-Large may be removed by a vote of at least 75% of the Commissioners representing participating towns present at a meeting noticed for this purpose and upon determination that such a person is not representative of the areawide citizen interests, as previously determined.

Members-At-Large shall not be officers of the Commission.

In the event of death, resignation, disqualification, excessive absence, or removal of a Member-At-Large, a successor may be appointed by the Commissioners at a meeting noticed for this purpose. Such appointments shall be for the length of the unexpired term of the position vacated.

## **ARTICLE 5. APPROPRIATIONS TO THE COMMISSION**

- A. The Commissioners shall annually establish dues in accordance with a schedule and rate established by the Commission. The Commission shall notify in writing all towns within the region on or before November 15th of the sums it deems necessary to be received from said towns for the ensuing fiscal year.
- B. The Commission may receive monies from any source without limitation, including funds made available from individuals, municipalities, the State of Vermont, the federal government, private foundations, and trusts.

## **ARTICLE 6. FISCAL AND ORGANIZATIONAL YEAR**

The fiscal and organizational year of this Commission shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

## **ARTICLE 7. OFFICERS, STAFF, EXECUTIVE COMMITTEE**

### **Section 7.1 Officers**

The officers of the Commission shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. All officers shall be Commissioners representing towns.

The Executive Committee shall consist of the officers of the Commission. The Chairperson shall have the power to appoint, upon vote of the Commission, one or two additional members to the Executive Committee, such members being selected from Commissioners representing member towns.

### **Section 7.2 Staff**

The staff of the Commission includes an Executive Director and other necessary administrative and professional staff as determined by the Commission. Duties of the Executive Director shall be set by the Executive Committee with approval by the majority vote of the Commission.

### **Section 7.3 Election of Officers**

A Nominating Committee, consisting of two Commissioners, shall be appointed by the Chairperson at least 30 days prior to the Annual Meeting and shall render its report of nominations to fill ensuing vacancies of Chairperson, Vice-Chairperson, Secretary and Treasurer at that Annual Meeting. Commissioners are entitled to vote for any qualified person whether or not nominated by the Nominating Committee. The officers of the Commission shall be elected at the Annual Meeting by majority vote of the Commissioners present.

### **Section 7.4 Term of Office**

The term of office of all officers shall take effect July 1st and shall be for one year or until their successors have been duly elected.

## **Section 7.5 Vacancies in Office**

In the event that any office is vacated, such office shall be filled by a majority vote at the next Commission meeting. Officers so elected shall hold office for the balance of the current term or until their successors are elected.

## **Section 7.6 Duties of Officers and Staff**

The **CHAIRPERSON** shall preside at all meetings of the Commission with the full right to vote as a member of the Commission. The Chairperson shall call the meetings and fix the time and place thereof; shall create and terminate all special committees and serve as ex-officio non-voting member thereof, (except that the Chairperson may vote in case of a tie). The Chairperson, or his or her designee, shall execute all documents in the name of the Commission, and shall perform such other duties as the Commission may from time to time delegate.

The **VICE-CHAIRPERSON** shall perform all the duties of the Chairperson in his or her absence.

The **SECRETARY** shall perform all duties customary to that office, including the overseeing of the minutes of all Commission meetings and such committee meetings as the Chairperson may designate.

The **TREASURER** shall oversee all financial records of the Commission. The Treasurer shall be the custodian of all monies and shall present a statement to the Commissioners at regular meetings and an annual report following the close of the fiscal year.

An **EXECUTIVE DIRECTOR** shall be in charge of the office and shall conduct a regional planning program, subject to the approval of the Commission within the framework of 24 V.S.A., Chapter 117, as amended, and shall be in charge of all general correspondence of the Commission. In addition, the Executive Director shall assist the officers in performing their duties; shall notify Commissioners of their election to office or appointment to committees; shall receive all money due or granted to the Commission; shall prepare an annual budget and program for the fiscal year which shall be reviewed by the Executive Committee prior to submission for approval by the Commission; shall keep accounts which shall at all times be open to inspection of the Commissioners and shall manage the staff of the Commission. The Executive Director shall undertake such other duties as the as Commission shall assign.

## **Section 7.7 Purpose and Duties of Executive Committee**

The general purpose of the Executive Committee shall be advisory in nature and to facilitate management of the Commission's affairs during the period between meetings of the Commission.

The duties of the Executive Committee shall be to:

- a.) Review all new project and program proposals, monthly financial reports and the annual audit and refer them, with a report thereon, to the Commission for action;
- b.) Recommend to the Commission positions to be taken on behalf of the Commission by its Committees or Staff;

c.) Carry out all decisions or actions as from time to time may be authorized or delegated by the Commission.

The Executive Committee shall distribute minutes of its meetings for review by the Commissioners.

### **Section 7.8 Special Committees**

The Chairperson may appoint Special Committees to carry out activities in furtherance of the Commission's purposes and objectives.

### **Section 7.9 Annual Reports to Towns**

The Chairperson and the Executive Director shall prepare and present a written annual report to the towns in November of each year.

## **ARTICLE 8. MEETINGS**

### **Section 8.1 Meetings**

Regular meetings of the Commission shall be held generally once a month, at a time and place designated by the Chairperson unless notice to the contrary has been given by the Chairperson.

### **Section 8.2 Special Meetings**

Special Meetings may be called by the Chairperson and must be called by the Chairperson upon the written request of five (5) participating members of the Commission, addressed to the office of the Commission.

### **Section 8.3 Annual Meeting**

The Annual Meeting of the Commission shall be held in June at a date and place designated by the Chairperson. The Chairperson and Executive Director of the Commission shall render an annual report to the Commission. An annual budget and work program will be adopted and election of officers will occur at the Annual Meeting.

### **Section 8.4 Notice of Meetings**

Notice of regular, special, and annual meetings of the Commission shall be given in writing or in person by the Commission's office to each Commissioner, Members-At-Large, and other parties listed with the Commission at least seven days in advance of such meeting.

### **Section 8.5 Quorum**

For the purpose of holding meetings and transacting business of this Commission, a quorum shall require official representation of not less than fifty percent of those member towns with duly appointed Commissioners. Further, any duly appointed Commissioner who fails to attend three consecutive meetings shall no longer be counted in quorum determinations. Commissioners who re-establish regular attendance shall then cause their town to count in quorum determinations. In the event of a tie vote upon any matter before the Commission, including the vote of the Chairperson, such motion, resolution, or action

shall be considered defeated. For the purpose of transacting legal business, the meeting shall be chaired by one of the officers of the Commission.

#### **Section 8.6 Postal or Electronic Balloting**

By order of the Commission, any vote may be taken by postal or electronic ballot prior to the next ensuing meeting of the Commission by mailing such votes to the office of the Commission.

#### **Section 8.7 Voting Procedure**

In all votes of the Commission, Commissioners who are counted as present at the meeting shall cast either an aye or nay votes, without abstention unless a conflict of interest has been declared.

### **ARTICLE 9. AMENDMENTS TO BYLAWS**

These Bylaws may be amended by the affirmative vote of three-quarters of all Commissioners present and voting at any regular or special meeting called upon twenty days notice. Such amendments shall be outlined in such notice.

### **ARTICLE 10. ROBERT'S RULE OF ORDER**

Robert's Rules of Order Revised shall govern the proceedings of the Two Rivers-Ottawaquechee Regional Commission in all cases which are not otherwise specifically covered in these Bylaws and any other special rules the Commission may adopt.