

TRORC COMMISSIONER

Responsibilities

All towns within the Two Rivers-Ottawaquechee Regional Commission (TRORC) region shall be represented on the Commission by one or two Commissioners appointed by the legislative body of the town. The TRORC Bylaws also authorize the annual appointment of up to five (5) representatives from areas of citizen interest designated by the TRORC. These Members-At-Large shall be entitled to full voting privileges. The officers of the Commission shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer.

Commissioners are responsible for determining the purpose, objectives, policies, and plans of the TRORC and for seeing that they are carried out by the Executive Committee and staff, for fixing Executive Committee responsibilities in accordance with the Bylaws; for authorizing the Chairperson and other officers to act for or on behalf of the Commission in performing delegated responsibilities; for creating adequate protocols for conducting the business of the TRORC; and in general for directing the management and control of the business, finances, property, and concerns of the TRORC.

Commissioners shall have the following duties and responsibilities:

I. General Matters

- Demonstrate commitment to TRORC mission and services
- Determine organizational purpose, goals and objectives
- Attend regular Board and annual meetings
- Possess a working knowledge of the Regional Plan and its policy direction
- Advise and facilitate management of TRORC affairs
- Promote the TRORC in the broader community
- Make policy decisions and implement those decisions within your community
- Review and approve Town Plans and confirmation
- Set regional policies and approve the Regional Plan
- Recommend model codes, ordinances and Plans to local governments
- Serve on subcommittees as requested
- Advise state and federal lawmakers on the needs of TRORC and member communities
- Report back to member Selectboards on TRORC activities

II. Policy and Procedure

- Robert's Rules of Order Revised shall govern the proceedings of the Commission
- Each town shall be entitled to cast only one vote at Commission proceedings
- At any meeting where two Commissioners are present and representing the same town, they shall be entitled to cast only one collective vote.
- Annually establish dues in accordance with a schedule and rate established by the Commission.
- Inquire into causes of major policies and procedure shortfalls

- At least every two years review this document of Commissioner responsibilities to make changes to meet the then current requirements of the TRORC
- Elect the Executive Committee at the annual meeting
- Authorize the annual appointment of Members-At-Large by a favorable vote of at least 75% of Commissioners present at a meeting noticed for this purpose.

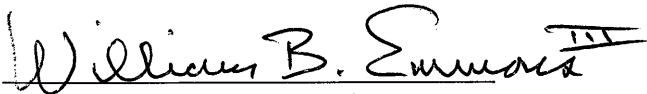
III. Operations

- Review and amend TRORC Bylaws as necessary
- Review and approve major TRORC policies
- Review and accept monthly financial reports and meeting minutes
- Review and approve the annual budget and work program

IV. Finances

- Maintain financial solvency through fiscal planning and management
- Approve changes in capital structure and basic changes in debt policy and other financial matters
- Monitor and protect the assets of the TRORC
- Review and approve annually the capital and operating budgets
- Receive on request periodic reviews concerning conformance to major TRORC policy
- Review and accept independent audits

Adopted by the TRORC Board of Directors on October 26, 2016.

A handwritten signature in cursive script that reads "William B. Emmons, III". The signature is written in dark ink and is positioned above the printed name.

William B. Emmons, III, Chairperson

TRORC EXECUTIVE COMMITTEE

Responsibilities

The Executive Committee shall consist of the officers of the Commission: Chairperson, Vice-Chairperson, Secretary and Treasurer and shall be Commissioners representing towns. The Chairperson, with concurrence by the full TRORC Board, may appoint up to two additional members to the Executive Committee. The Committee is responsible for recommending to the Board the purpose, objectives, policies, and plans of the Two Rivers-Ottawaquechee Regional Commission (TRORC) and for seeing that they are carried out by the officers; for fixing Committee responsibilities in accordance with the Bylaws; for authorizing the Chairperson and other officers to act for or on behalf of the Committee in performing delegated responsibilities; for creating adequate protocols for conducting the business of the TRORC; and in general for directing the management and control of the business, finances, property, and concerns of the TRORC.

TRORC Commissioners elect the Executive Committee at the Annual Meeting. The term of office of all officers and members of the Executive Committee shall be for one year. In the event of an office vacancy, the office shall be filled by a majority vote at the next full Commission meeting. Officers so elected shall hold office for the balance of the current term, or until their successor is elected.

Executive Committee membership encompasses the following duties and responsibilities:

I. General Matters

- Demonstrate commitment to TRORC mission and services
- Advise and facilitate management of TRORC affairs
- Develop oversight mechanisms and policies
- Serve on committees as requested by the Chairperson
- Promote the TRORC in the broader community

II. Policy and Procedure

- Committee Chairperson shall preside at all Commission meetings and vote as a member of the Commission
- Committee Chairperson shall call Commission meetings and fix the time and place thereof
- Committee Chairperson or their designee, shall execute all documents in the name of TRORC
- Committee Chairperson shall create and terminate all special committees and serve as ex-officio non-voting member thereof
- Committee shall review and approve content of monthly Commission and annual meetings
- Committee shall review and recommend approval of major TRORC policies. The TRORC Executive Director is responsible for initiating and developing major TRORC policy recommendations.
- Committee shall 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
- Committee shall recommend to the Commission positions to be taken on behalf of the Commission by its Committees or Staff

- Committee shall carry out all decisions or actions authorized or delegated by the Commission
- Committee shall distribute minutes of its meetings for review by the Commissioners
- Committee shall inquire into causes of major policies and procedure shortfalls
- At least every two years, review this document of Committee responsibilities to make changes to meet the then current requirements of the TRORC
- Committee Chairperson and Executive Director shall prepare and present a written annual report to towns each November
- Appoint a Nominating Committee to report nominations to fill annual officer positions

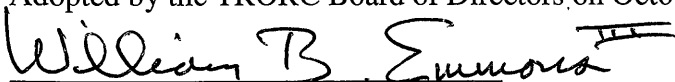
III. Operations

- Recommend approval on changes in TRORC Bylaws
- Per TRORC Bylaws, act on behalf of the full TRORC Board when circumstances allow
- In conjunction with Executive Director, approve major contracts of the TRORC
- Approve significant, specific projects
- Approve the duties and limits of authority of the Executive Director
- Approve the selection of any legal counsel
- Receive reports from the Executive Director on changes in staff
- Receive reports from the Executive Director on major changes in activities or programs
- Executive Committee shall conduct an Annual Performance Appraisal of the Executive Director and shall set compensation
- Committee shall receive and review monthly financial reports

IV. Finances

- Approve changes in capital structure and basic changes in debt policy and other financial matters
- Monitor and protect the assets of the TRORC
- Approve annually capital and operating budgets. These budgets are to be administered by the Executive Director
- Approve annually the maximum limits of short-term debt, receive reports on short-term borrowings, and be advised of borrowings and lines of credit by individual banks
- Approve all long-term loans
- Review and recommend the annual operating budget
- Receive on request periodic reviews concerning conformance to major TRORC policy
- Review and recommend acceptance independent audits
- Committee Treasurer will conduct periodic financial reviews
- Committee Treasurer shall be the custodian of all TRORC monies
- Committee Treasurer or their designee shall present monthly financial statements and an annual report to the Commissioners at regular meetings
- Continue to recognize the need to insure the financial security of TRORC through development of financial reserves

Adopted by the TRORC Board of Directors on October 26, 2016.


 William B. Emmons, III, Chairperson