

October 26, 2017 DRAFT

**TWO RIVERS-OTTAUQUECHEE
REGIONAL COMMISSION BYLAWS**

Adopted by the Commissioners on ~~June 25, 2014~~

Two Rivers-Ottauquechee Regional Commission
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TABLE OF CONTENTS

ARTICLE 1. POWERS OF THE REGIONAL COMMISSION	1
ARTICLE 2. NAME AND ADDRESS.....	1
ARTICLE 3. PURPOSES.....	1
ARTICLE 4. MUNICIPAL SERVICE AGREEMENTS	2
ARTICLE 5. MEMBERSHIP AND REPRESENTATION.....	3
ARTICLE 6. APPROPRIATIONS TO THE COMMISSION.....	4
ARTICLE 7. FISCAL AND ORGANIZATIONAL YEAR	5
ARTICLE 8. OFFICERS, STAFF, EXECUTIVE COMMITTEE.....	5
ARTICLE 9. MEETINGS.....	7
ARTICLE 10. AMENDMENTS TO BYLAWS	8
ARTICLE 11. ROBERT'S RULE OF ORDER.....	8

ARTICLE 1. POWERS OF THE REGIONAL COMMISSION

The legal basis and powers of the TRORC 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 (TRORC). The principal address of the TRORC shall be its offices.

ARTICLE 3. PURPOSES

Section 3.1 General Purpose

The general purpose of TRORC 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.

Section 3.2 Municipal Planning

To assist towns and villages and their respective local planning, energy and conservation commissions in bringing about municipal planning to promote the health, safety and welfare of the local and regional areas with which the TRORC is concerned, together with the people thereof; to advise municipal governing bodies in all aspects of municipal governance.

Section 3.3 Economic Development

To undertake studies and make specific recommendations on economic, energy, 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, natural and human resources.

Section 3.4 Regional Planning

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.

To undertake other activities or duties as required by state or federal law including, but not limited to, those outlined in 24 V.S.A., Section 4345, Section 4345(a) and Section 4350.

Section 3.5 Municipal Service Agreements

To possibly 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 the municipal service agreement, capable of exercise by a municipality (subject to applicable state or federal law) as necessary or desirable for dealing with problems of local or regional concern.

ARTICLE 4. MUNICIPAL SERVICE AGREEMENTS

Section 4.1 Voluntary Participation

Participation by a municipality in a municipal service agreement with the TRORC 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 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.

Section 4.2 Municipal Service Agreement contracts

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.

Section 4.3 Governance Committees

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

Section 4.4 Agreement Termination

All municipal 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.

Section 4.5 Multiple Agreements

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

ARTICLE 5. MEMBERSHIP AND REPRESENTATION

Section 5.1 General Membership Area

Pursuant to the laws of the State of Vermont with regard to the creation of the TRORC, the membership area of TRORC 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 5.2 Commissioners

All towns within the designated region shall be represented on the TRORC by one or two Commissioners appointed by the legislative body of the town. Commissioners serve at the pleasure of their legislative body.

Each town shall be entitled to cast one vote only at TRORC 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 sought, as provided above.

Section 5.3 Members-At-Large

To allow for the direct participation of various areawide citizen interests, TRORC authorizes the annual appointment of voting representatives from those areas of citizen interest designated by the TRORC. 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 TRORC.

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.

Section 5.4 Duties of Commissioners

The duties and responsibilities of the Commissioners shall include demonstrating a commitment to the TRORC mission and services, attending regular Board and annual meetings, possessing a working knowledge of the Regional Plan and its policy direction, advising and facilitating management of TRORC affairs and promoting TRORC in the broader community, reviewing and approving Town Plans, setting regional policies, approving the Regional Plan, reviewing and approving annually the capital and operating budgets and independent audits, serving on subcommittees as requested, advising state and federal lawmakers on the needs of the TRORC and member communities and reporting back to member Selectboards on TRORC activities.

ARTICLE 6. APPROPRIATIONS TO THE COMMISSION

Section 6.1 Municipal Dues

The Commissioners shall annually establish dues in accordance with a schedule and rate established by the TRORC. The ~~TRORC~~ Executive Director shall notify in writing all towns within the region on or before November 1st of the sums it deems necessary to be received from said towns for the ensuing fiscal year.

Section 6.2 Receipt of Funds

The TRORC may receive monies from any source without limitation, including funds made available from individuals, municipalities, the State of Vermont, the federal government, private foundations, corporate partners and trusts.

ARTICLE 7. FISCAL AND ORGANIZATIONAL YEAR

The fiscal and organizational year of the TRORC shall be July 1st through June 30th.

ARTICLE 8. OFFICERS, STAFF, EXECUTIVE COMMITTEE

Section 8.1 Officers

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

Section 8.2 Staff

The staff of the TRORC includes an Executive Director and other necessary administrative and professional staff as determined by the TRORC. Duties of the Executive Director shall be set by the Executive Committee with approval by the majority vote of the TRORC. Job descriptions for all staff shall be on file.

Section 8.3 Election of Officers

A Nominating Committee, consisting of two Commissioners, shall be appointed by the ~~Chairperson~~ Executive Committee 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 TRORC shall be elected at the Annual Meeting by majority vote of the Commissioners present.

Section 8.4 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. Officers shall serve no longer than five consecutive years in any one office, but nothing precludes Commissioners from serving again after being out of office for one year or more.

Section 8.5 Vacancies in Office

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

Section 8.6 Duties of Officers and Staff

The **CHAIRPERSON** shall preside at all meetings of the TRORC with the full right to vote as a member of the TRORC. 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 TRORC, and shall perform such other duties as the TRORC may from time to time delegate.

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

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

The **TREASURER** shall oversee all financial records of the TRORC and conduct periodic financial reviews. The Treasurer, or his or her designee 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.

~~As~~The **EXECUTIVE DIRECTOR** shall be in charge of the office and shall conduct a regional planning program, subject to the approval of the TRORC within the framework of 24 V.S.A., Chapter 117, as amended, and shall be in charge of all general correspondence of the TRORC. 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 TRORC; 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 TRORC; shall keep accounts which shall at all times be open to inspection of the Commissioners and shall manage the staff of the TRORC. The Executive Director may prepare recommendations to the TRORC regarding any potential municipal service agreements and report on their status as appropriate. The Executive Director shall undertake such other duties as the TRORC shall assign.

Section 8.7 Purpose and Duties of Executive Committee

The general purpose of the Executive Committee is advisory in nature and they shall meet monthly to facilitate the management of the TRORC's affairs during the period between meetings of the TRORC. The Executive Committee shall supervise the affairs of the TRORC between its regular meetings and will act for the TRORC only when immediate action is required and the TRORC voting membership is unable to take the necessary action in time.

The **EXECUTIVE COMMITTEE** shall review and approve the ~~content~~ of agenda for monthly TRORC and annual meetings; review and recommend approval of major TRORC policies, procedures and contracts; review all new project and program proposals, monthly financial reports and the annual audit and refer them, with a report thereon, to the TRORC for action; recommend to the TRORC positions to be taken on behalf of the TRORC by its Committees or Staff; carry out all decisions or actions authorized or delegated by the TRORC; distribute minutes of its meetings for review by the Commissioners; review the bylaws at least every two years to meet the current

requirements of the TRORC; make recommendations to the TRORC concerning entering into, withdrawal from and terminating municipal service agreements; approve the selection of any legal counsel; and approve the duties and limits of authority of the Executive Director, conduct an annual performance appraisal of the Executive Director and set his or her compensation; and recommend a set of goals for the organization and for the Executive Director.

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;~~
- ~~e.) 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 8.8 Special Committees

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

Section 8.9 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 9. MEETINGS

Section 9.1 Meetings

Regular meetings of the TRORC 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 9.2 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 TRORC, addressed to the office of the TRORC.

Section 9.3 Annual Meeting

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

Section 9.4 Notice of Meetings

Notice of regular, special, and annual meetings of the TRORC and TRORC subcommittees shall be given in writing or in person by the TRORC's office to each

Commissioner, and Members-At-Large, at least seven days in advance of such meeting. Meetings noted above will be posted on the TRORC's website.

Section 9.5 Quorum

For the purpose of holding meetings and transacting business of this TRORC, a quorum shall require official representation of not less than 12 ~~13~~ member towns. ~~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 numbers.~~ In the event of a tie vote upon any matter before the TRORC, 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 TRORC. Only municipal board members shall vote on approving municipal plans and planning processes per 24 V.S.A. §4350(e).

Section 9.6 Postal or Electronic Balloting

By order of the TRORC Board or the Executive Director, any vote may be taken by postal or electronic ballot (email) prior to the next ensuing meeting of the TRORC by mailing or emailing such votes to the office of the TRORC.

Section 9.7 Voting Procedure

In all votes of the TRORC, 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 10. 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 11. ROBERT'S RULE OF ORDER

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