

Mount Ascutney Regional Commission By-Laws

Adopted on June 8, 1993
Amended on March 30, 1995
Amended on January 16, 2001

Amended June 22nd, 2020

These Bylaws as adopted on June 8, 1993, and most recently amended on June 22nd, 2020 by the affirmative vote of a majority of the members of the Board of the Mount Ascutney Regional Commission supersede all preceding Bylaws.

ARTICLE I: LEGAL BASIS FOR REGIONAL PLANNING COMMISSION

The legal basis and powers of this 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 II: NAME

The name of this regional planning commission shall be the Mount Ascutney Regional Commission (MARC) hereinafter referred to as the Commission.

ARTICLE III: PURPOSE

- A. The general purpose of the Commission shall be to guide, prepare and maintain 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 the region. These plans shall encourage and **promote**, the following: appropriate population density, 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, energy and conservation commissions ~~in~~ with municipal planning ~~to~~ that promotes the health, safety, and welfare of the local and regional areas with which this commission is concerned, and to, advise municipal governing bodies in all aspects of municipal governance.
- C. To undertake studies and make specific recommendations on economic, energy, industrial, residential, and commercial development within the region; to carry out, with the 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.
- 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 or enabled 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.
- F. To promote cooperative arrangements and coordinate, implement, and administer service agreements among municipalities [24 V.S.A. Section 4345(b)], 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 Article VI, Section 12 of this bylaw, capable of exercise by a municipality as necessary or desirable for dealing with problems of local or regional concern.

ARTICLE IV: MEMBERSHIP AND REPRESENTATION

Membership on the Commission shall be comprised of Commissioners, Alternate Commissioners, and Members At-large.

Members of the Commission shall represent all communities located within the geographic boundaries of the region. The following towns comprise the current geographic boundaries: Andover, Baltimore, Cavendish, Chester, Ludlow, Reading, Springfield, Weathersfield, West Windsor, and Windsor. Any contiguous town, in conformance with the requirements of Vt. Law, Section 4341, may become a member of the Commission by a majority vote of the Commissioners.

SECTION 1: COMMISSIONERS and ALTERNATE COMMISSIONERS:

All towns within the designated region shall be represented on the Commission by one Commissioner and one Alternate appointed by the legislative body of the town. Commissioners serve at the pleasure of the 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 sought, as provided above.

SECTION 2: MEMBERS AT-LARGE:

In accordance with Vt. Law, Section 4343(c), the Commission may appoint Members At-large to allow for increased community participation and to provide expertise or knowledge in areas of interest to the Commissioners.

Nominations for Members At-large shall be made annually by the Nominating Committee and appointments shall be made by a majority vote of the Commission members. (See Article VI, Section 3.) A total of three (3) Members At-large may be appointed to the Commission.

Members At-large shall not hold office or have voting privileges.

SECTION 3: Appointment to Boards of Other Organizations

The Nominating Committee may propose for Commission appointment representatives to serve the interests of the Commission on the Boards of other organizations. The Nominating Committee will follow the process as defined in Article VI, Section 3, for reporting to the Commission.

ARTICLE V: APPROPRIATIONS TO THE COMMISSION

The appropriate funds for dues from member communities, in accordance with Vt. Law, Section 4346(a) shall be determined by the Commission on a per capita basis as established by the last decennial census, or other established uniform population estimates as accepted by the Commission.

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 1st of the dues it deems necessary to be received from towns for the ensuing fiscal year. The notice will state the dues each town must submit for the following fiscal year beginning July 1st.

The Commission may receive and expend monies from any source without limitation, including funds made available from individuals, municipalities, the State of Vermont, Federal programs, private foundations, corporate partners and trusts.

ARTICLE VI: OFFICERS AND STAFF

SECTION 1: OFFICERS:

The Officers of the Commission shall be Chairperson; Vice-Chairperson; Secretary; Treasurer; or Secretary/Treasurer. Officers shall be elected by the Commission from among the membership established in Article IV, Section 1.

SECTION 2: STAFF:

The staff of the Commission may include an Executive Director, and any other administrative and professional staff determined necessary by the Commission. Compensation for such staff, if any, shall be established by the Executive Committee after consultation with the Personnel Committee at the time the position is created or filled. Position titles and descriptions of the duties for each position shall be provided by the Commission in a written Personnel Policies document. Personnel Policies shall be written and updated every five years by the Commission and administered by the Executive Committee. Amendments to the Personnel Policies may be adopted on a more frequent basis to provide necessary adjustments for staff positions and any other changes deemed necessary by the Commission.

SECTION 3: NOMINATION OF OFFICERS AND MEMBERS AT-LARGE:

In April of each year, the Chairperson shall appoint a Nominating Committee. The Nominating Committee will prepare a slate of nominations for all Officers and Members At-large. This slate of nominations will be presented at the annual meeting in June of each year. Additional nominations will be taken from the floor for all officers.

SECTION 4: ELECTION OF OFFICERS, MEMBERS AT-LARGE AND OTHER REPRESENTATIVES:

The Officers, Members At-large, and other representatives shall be elected by the affirmative vote of a majority of the membership.

SECTION 5: TERMS OF SERVICE:

The terms of office for all Officers shall begin on the first day of July and shall last for one (1) year. Officers shall continue to hold office until their successors have been elected and installed. Officers may be elected to serve in the same office for no more than three (3) consecutive years.

The term of service for Members At-large shall be for one (1) year, commencing after their election and ending immediately after their successors are elected.

SECTION 6: VACANCIES:

If any officer or Member At-Large appointment is vacated, such position shall be filled by a majority vote at the following Commission meeting. Persons so elected shall hold the position for the balance of the term, or until their successors are elected and installed.

Vacancies in the position of Commissioner or Alternate Commissioner shall be filled by the legislative body of the town where the vacancy occurs.

SECTION 7: DUTIES OF OFFICERS:

The **Chairperson** shall:

be considered the chief executive officer of the Commission and shall preside at all meetings of the Commission. He or she may call special meetings and serve as ex-officio member on all committees, except the Nominating Committee. The Chairperson shall create and discharge standing, and special committees authorized by a vote of the Commission.

The **Vice-Chairperson** shall:

act as the Chairperson in the absence or incapacity of the Chairperson.

The **Secretary and Treasurer** shall:

perform such duties as are customary to the office. The Treasurer may be bonded for the faithful performance of his/her duties, when so voted by the Commission, in an amount to be determined and approved by the Commission. The premiums for such a bond shall be paid from Commission funds.

The **Executive Committee** shall:

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 a vote of the Commission, one or two additional members to the Executive Committee, such members being selected from Commissioners representing member towns.

The general purpose of the Executive Committee shall have the following responsibilities:

- a) To serve in an advisory capacity and to facilitate the management of the Commission between regular Commission meetings.
- b) To monitor and assure the implementation of Commission decisions.
- c) To oversee the affairs of the Commission between regular meetings but to only act when immediate action is required, to maintain the continuous operation of the Commission. All such decisions shall be reported for approval to the full Commission at the next meeting.
- d) To support and annually review the Executive Director.
- e) To make recommendations to the Commission concerning the entering into, withdrawal from, and/or terminating municipal service agreements.
- f) To ensure all public policies and recommendations from the Executive Committee must receive approval from the Commission before submittal or publication.

g) To establish sub-committees on an as-needed basis.

SECTION 8: BONDING:

All positions with fiduciary responsibilities assigned by the Board shall be bonded for the faithful performance of duties in an amount to be approved by the Board. The premiums for such a bond shall be paid for from MARC funds.

SECTION 9: REMOVAL:

Any incumbent in any elected position of the MARC may be removed from office, for cause, after a hearing affording due process held at any duly constituted regular or special meeting, called for that purpose, by a two-thirds vote of the Commissioners present and voting by written ballot. The results of the ballot shall be ascertained and announced at such meeting.

SECTION 10: EXECUTION OF INSTRUMENTS:

All checks, notes, drafts, and orders shall be signed by the Executive Director or **designated staff person** and countersigned by a member of the Executive Committee.

SECTION 11: AUDIT:

An annual audit, conducted by an independent CPA, shall be performed, and the audit shall be presented to the full Commission at a duly warned meeting.

SECTION 12: MUNICIPAL SERVICE AGREEMENTS

Participation by a municipality in a municipal service agreement with the MARC 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 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 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 documented in the annual budget for the service approved by the parties to the agreement.

When deemed appropriate by the participating municipalities and the Commission, a service agreement may include a governance committee made up of representatives of the participating municipalities and Commission. 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 before 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 a 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 before the beginning of a fiscal year unless otherwise provided in the agreement.

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

ARTICLE VII: MEETINGS

SECTION 1: REGULARLY SCHEDULED MEETINGS:

A minimum of ten (10) monthly meetings shall be scheduled during the fiscal year at a time and place, as determined by the Commission, to best serve the convenience of the greatest number of Commissioners, Members At-Large and any other appointed Representatives of the Commission.

The Executive Committee shall meet at a minimum of six times per year or the call of the Chairperson.

The monthly meeting that occurs in June shall be considered the Annual Meeting.

SECTION 2: ADDITIONAL AND SPECIAL MEETINGS:

Additional and special meetings may be called by the Chairperson, or by a majority vote of the Commissioners. All meetings shall follow the appropriate procedure as defined in 1 V.S.A. §§ 310-314. (Vermont's Open Meeting Law.), **and Public Records Law, 1 V.S.A. §§ 315-320.**

SECTION 3: NOTIFICATION OF MEETINGS:

Commissioners, Members At-large, and any other duly appointed representatives shall receive a minimum of five (5) days advance written notification of all regularly scheduled meetings from the Chairperson or Secretary of the Commission. Whenever possible, the agenda of the meeting shall be included with the notification.

Commissioners, Members At-large and any other duly appointed representatives shall also receive advance written notification of special or additional meetings.

SECTION 4: MINUTES OF MEETINGS:

Minutes of all meetings of the Commission shall be kept by the Secretary of the Commission or by an assigned member of the staff. Copies of the minutes shall be transmitted to all members in accordance with **Vermont Public Meeting Laws**.

SECTION 5: QUORUM:

A minimum of 50% plus one of the appointed Commissioners representing the Commission's member communities shall constitute a quorum for the transaction of business at meetings of the Commission.

SECTION 6: VOTING:

Any official Commission action shall require a majority vote of those representatives present and voting.

ARTICLE VIII: AMENDMENTS TO THE BYLAWS

Any proposed amendment to these Bylaws shall require a minimum of thirty (30) days advance written notification to the members of the Commission. If the proposed amendment receives an affirmative vote from the majority of those members entitled to vote, these Bylaws shall be so amended.

ARTICLE IX: ROBERTS RULES OF ORDER (Revised)

Roberts Rules of Order shall govern the proceedings of the Commission in all cases which are not otherwise specifically covered within these Bylaws or by any other special rules the Commission may adopt.