

ADDISON COUNTY REGIONAL PLANNING COMMISSION BYLAWS

ADOPTED	MAY 10, 1989
AMENDED	DECEMBER 13, 1989
	JANUARY 10, 1990
	FEBRUARY 14, 1990
	DECEMBER 12, 1990
	DECEMBER 09, 1992
	May 10, 2006
	JANUARY 11, 2017

ADDISON COUNTY REGIONAL PLANNING COMMISSION BYLAWS.....	4
ARTICLE I: LEGAL BASIS	4
SECTION 101. Enabling Legislation.....	4
ARTICLE II: NAME.....	4
SECTION 201. Name	4
ARTICLE III: POWERS AND DUTIES OF THE COMMISSION	4
SECTION 301. Statutory Powers and Duties of the Commission	4
SECTION 302. Optional Powers of the Commission	6
ARTICLE IV: MEMBERSHIP.....	7
SECTION 401. Member Municipalities	7
SECTION 402. Delegates Representing Member Municipalities	8
SECTION 403. Citizen Interest Group Members.....	8
SECTION 404. Delegates Representing Citizen Interest Groups	9
SECTION 405. Alternates.....	9
SECTION 406. Appointment and Resignation	9
ARTICLE V: MEMBERSHIP ASSESSMENT.....	9
SECTION 501. Assessments of Member Municipalities	9
ARTICLE VI: COMMISSION VOTING	
DELEGATES.....	10
SECTION 601. Composition	10
SECTION 602. Powers and Duties.....	10
SECTION 603. Special Voting Procedures	10
SECTION 604. Regional Plan Adoption – Voting.....	10
ARTICLE VII: MEETINGS.....	11
SECTION 701. Regular Meetings.....	11
SECTION 702. Annual Meeting	11
SECTION 703. Special Meeting	11
SECTION 704. Notice of Meeting.....	11
SECTION 705. Minutes	11
SECTION 706. Quorum.....	11
ARTICLE VIII: OFFICERS.....	11
SECTION 801. Composition	11
SECTION 802. Powers and Duties of Officers	11
SECTION 803. Eligibility	12
ARTICLE IX: NOMINATIONS, ELECTIONS AND TERMS.....	12
SECTION 901. Nominations	12
SECTION 902. Elections	13
SECTION 903. Term.....	13
SECTION 904. Vacancies	13
SECTION 905. Representative to the Council of Regional Commissions	13
ARTICLE X: EXECUTIVE BOARD.....	13

SECTION 1001.	Composition	13
SECTION 1002.	Purpose.....	13
SECTION 1003.	Powers and Duties.....	13
SECTION 1004.	Meetings	14
ARTICLE XI:	STAFF.....	14
SECTION 1101.	Composition	14
SECTION 1102.	Executive Director: Powers and Duties	14
SECTION 1103.	Equal Opportunity Employee	15
ARTICLE XII:	COMMITTEES.....	15
SECTION 1201.	Composition	15
SECTION 1202.	Powers and Duties.....	15
SECTION 1203.	Standing Committee Meetings.....	15
ARTICLE XIII:	RESOLVING CONFLICTING INTERESTS.....	16
SECTION 1301.	Conflicts	Error! Bookmark not defined.
ARTICLE XIV:	SUPPLEMENTARY PROVISIONS	17
SECTION 1401.	Parliamentary Authority	17
SECTION 1402.	Amendment of Bylaws	17
SECTION 1403.	Separability	17

ADDISON COUNTY REGIONAL PLANNING COMMISSION BYLAWS

ARTICLE I: LEGAL BASIS

SECTION 101. Enabling Legislation

This regional planning commission is established pursuant to and in conformance with Title 24, Chapter 117 of the Vermont Statutes Annotated hereinafter referred to as the (“Act”)

ARTICLE II: NAME

SECTION 201. Name

The name of this regional planning commission shall be the Addison County Regional Planning Commission, hereinafter referred to as the (“Commission”).

ARTICLE III: POWERS AND DUTIES OF THE COMMISSION

SECTION 301. Statutory Powers and Duties of the Commission

As provided in 24 V.S.A. Section 4345a of (the “Act”), The Commission shall:

1. Promote the mutual cooperation of its municipalities and assist and advise municipalities, compacts and authorities within the region to facilitate economic development programs for the appropriate development, improvement, protection and preservation of the region’s physical and human resources;
2. Advise municipal governing bodies with respect to public financing;
3. Provide technical and legal assistance to municipalities in the preparation and maintenance of plans, capacity studies and bylaws and in related implementation activities;
4. Cooperate with the planning, legislative or executive authorities of neighboring states, regions, counties or municipalities to promote coordination of planning for conservation and development of the region and adjoining or neighboring territory;
5. Prepare a regional plan and amendments that are consistent with the goals established in Section 4302 of this title, and compatible with approved municipal and adjoining regional plans. When preparing a regional plan, the Commission shall:
 - a. develop and carry out a process that will encourage and enable widespread citizen involvement;
 - b. develop a regional data base that is compatible with, useful to, and shared with the geographic information system established under 3 V.S.A. §8 to identify viable agricultural lands;
 - c. conduct capacity studies;
 - d. identify areas of regional significance. Such areas may be, but are not limited to, historic sites, earth resources, rare and irreplaceable natural areas, recreation areas and scenic areas;

- e. use a land evaluation and site assessment system, that shall at a minimum use the criteria established by the commissioner of agriculture under 6 V.S.A. §8, to identify viable agricultural lands;
 - f. consider the probable social and economic consequences of the proposed plan; and
 - g. Prepare a report explaining how the regional plan is consistent with the goals established in Section 4302 of this title.
6. Prepare implementation guidelines that will assist municipalities and the Commission in developing a planning process that will attain, within a reasonable time, consistency with the goals established in Section 4302 of this title. Guidelines, which may be revised at any time, shall be prepared initially by July 1, 1989.
 7. Prepare, in conjunction with the Commissioner of the Department of Housing and Community Development, guidelines for the provision of affordable housing in the region, share information developed with respect to affordable housing with the municipalities in the region and with the Commissioner of the Department of Housing and Community Development, and consult with the Commissioner when developing the housing element of the regional plan.
 8. Confirm municipal planning efforts, where warranted, as required under Section 4350 of this title and provide town clerks of the region with notice of confirmation.
 9. At least every eight years, review the compatibility of municipal plans, and if the Commission finds that growth in a municipality without an approved plan is adversely affecting an adjoining municipality, it shall notify the legislative body of both municipalities of that fact and shall urge that municipal planning be undertaken to mitigate those adverse effects. If, within six months of receipt of this notice, the municipality creating the adverse effects does not have an approved municipal plan, the Commission shall adopt appropriate amendments to the regional plan as it may deem appropriate to mitigate those adverse effects.
 10. Develop strategies specifically designed to assist municipalities in defining and managing growth and development that have cumulative impacts.
 11. Review proposed state capital expenditures for compatibility with regional plans.
 12. Assist municipalities to review proposed state capital expenditures for compatibility with municipal plans.
 13. Appear before District Environmental Commissions to aid them in making a determination as to the conformance of developments and subdivisions with the criteria of 10 V.S.A. §6086.
 14. Appear before the Public Service Board to aid the Board in making determinations under 30 V.S.A. §248.
 15. Hold public hearings.
 16. Before requesting the services of a mediator with respect to a conflict that has arisen between adopted or proposed plans of two or more regions or two or more municipalities located in different regions, appoint a joint interregional commission, in cooperation with other affected regional commissions for the purpose of negotiating differences.
 17. As part of its regional plan, define a substantial regional impact, as the term may be used with respect to its region. This definition shall be given due consideration or substantial deference, where relevant, in state regulatory proceedings.
 18. If a municipality requests the assistance of the Commission in coordinating the way that its plan addresses projects of substantial regional impact with the way those projects are addressed by its neighbors' planning efforts, the Commission shall convene an ad hoc working group to address the issue. The working group shall be composed of representatives of all municipalities likely to be affected by the plan in question,

regardless of whether or not they belong to the same region. With the assistance of a facilitator provided by the Commission, the ad hoc working group will attempt to develop a proposed consensus with respect to projects of substantial regional impact. If a proposed consensus is developed, the results of the consensus will be reported to the planning commissions and legislative bodies represented.

SECTION 302. Optional Powers of the Commission

As provided in 24 V.S.A. Section 4345 of the “Act”, the Commission may:

1. Develop an inventory of the region's fire and safety facilities; hospitals, rest homes, or other facilities for aging or disabled persons; correctional facilities; and emergency shelters; and work with regulated utilities, the Department of Public Service, the Department of Public Safety, potential developers of distributed power facilities, adjoining regional planning commissions, interested adjoining regional entities from adjoining states, and citizens of the region to propose and evaluate alternative sites for distributed power facilities that might provide uninterrupted local or regional power at least for identified critical service providers in time of extended national, statewide, or regional power disruption or other emergency.
2. Undertake studies and make recommendations on land development, urban renewal, transportation, economic, industrial, commercial, and social development, urban beautification and design improvements and historic and scenic preservation, the conservation of energy and the development of renewable energy sources, and wetland protection;
3. Require from each municipality in its area and all state agencies such available information as relates to the work of the Commission;
4. In the performance of its functions, enter upon land, with prior approval of the landowner, to make examinations and surveys;
 5. **Retain staff and consultant assistance in carrying out its duties and powers** and contract with one or more persons to provide administrative, clerical, information technology, human resources, or related functions. Undertake comprehensive planning, including related preliminary planning, State capital investment plans and engineering studies,
 6. Carry out, with the cooperation of municipalities within the region, economic development programs for the appropriate development, improvement, protection and preservation of the region's physical and human resources;
7. Provide planning, training, and development services to local and regional communities and assist communities in evaluating economic conditions and prepare for economic growth and stability.
8. Gather economic and demographic information concerning the area served.
9. Assist existing business and industry, encourage the development and growth of small business, and to attract industry and commerce.
10. Include in its charter and bylaws adopted pursuant to section 4343 of this chapter the power to:

(A) Acquire and dispose of a fee simple or lesser interest in real property through purchase, lease, grant, gift, bequest, or devise for the purpose of fulfilling its duties pursuant to this section and section 4345a of this title.

(B) Borrow money and incur indebtedness for the purposes of purchasing or leasing property for office space, establish and administer a revolving loan fund, or establish a line of credit, if approved by a two-thirds vote of those representatives to the regional planning commission present and voting at a meeting to approve such action. Any obligation incurred under this subdivision (B):

(i) shall not encumber the grand list or any property of a member municipality; and

(ii) in the case of a purchase, shall pledge the property to be purchased as collateral and shall not exceed the fair market value of such property.

(C) At the request of one or more member municipalities, act as an escrow agent and hold funds related to a municipal capital project or a project subject to a municipal land use permit in an escrow account, including taxes to be paid by the project, fines, and developer fees. Funds so held shall be segregated in a special account for each project on the books of the regional planning commission and, within each project account, by municipality. However, this subdivision (C) shall not confer authority on a regional planning commission to hold tax increment revenues received from a tax increment financing district under chapter 53, subchapter 5 of this title.

(D) Enter into contracts with public and private entities, including the State of Vermont and the federal government to provide regional planning services and fulfill its duties pursuant to this section and section 4345a of this title.

11. Perform such other acts or function as it may deem necessary or appropriate to fulfill the duties and obligations imposed by, and the intent and purposes of the Act.

ARTICLE IV: MEMBERSHIP

SECTION 401. Member Municipalities

1. The membership of the Commission shall consist of 21 of the 23 municipalities in Addison County, with only Granville and Hancock excepted because of geography. Membership of municipalities in the Commission shall be in two categories: Voting or Non-voting members.
2. Voting members consist of those municipalities that are current in their payment of annual assessments and that have duly appointed, in writing, at least one delegate to the Commission to represent their interests. Non-voting members consist of those municipalities that have chosen not to pay an annual assessment or who have failed to appoint at least one delegate to the Commission to represent them.
3. Member municipalities may change pursuant to 24 V.S.A. §4341(a) of the Act.
4. A member municipality that has elected to forego its voting privileges by not paying the annual assessment shall be required to pay its assessment for each delinquent year up to a maximum of three (3) years in order to regain its voting privilege.
5. Representation of member municipalities shall be apportioned annually at the same time as membership assessment is approved using the most recent Vermont Department of Health population estimates, excluding Group Quarters population. New representation

allocations shall become effective July 1. The following shall be the basis for apportionment of representatives;

Population of Municipality	Number of Delegates
0- 1000 persons	1
1001 – 2500 persons	2
Over 2500 persons	3

SECTION 402. Delegates Representing Member Municipalities

1. Delegates constitute the representatives of member municipalities appointed and authorized by the legislative body of the member municipality to act on behalf of the member municipality. The legislative body of each municipality shall appoint or re-affirm the appointment of its delegate(s) to the Commission and shall notify the Commission in writing by June 30 of each year, or immediately if there is a change during the year. Delegates shall, within the stipulations of Sub-section 2 of this section, have voting privileges and shall be eligible to serve on the Executive Board, hold any office in the Commission (except those for which remuneration is provided) and to serve on or chair any committee.
2. Delegates voting privileges and ability to hold elected office on the Executive Committee of the Commission shall be contingent upon payment to the Commission of an annual assessment by June 30 of each year by the member municipality the delegate represents. Delegates representing non-voting municipal members shall retain voting privileges in the matters of ratifying or vetoing a regional plan adoption pursuant to 24 V.S. A. §4348(f) of the Act, and decisions of the Commission regarding approval of local plans and confirmation of local planning processes, pursuant to 24 V.S.A. §4350(f) of the Act

SECTION 403. Citizen Interest Group Members

In addition to member municipalities, the Commission may also consist of Citizen Interest Group members. The following shall govern Citizen Interest Group members and the delegate each may appoint to represent them:

1. A Citizen Interest Group may become a member of the Commission, by application, upon a two-thirds vote of approval by the voting municipal members present at any regular meeting. A Citizen Interest Group shall not be assessed for membership.
2. The total number of Citizen Interest Group members shall not exceed one-fourth of the total number of member municipalities.
3. Termination of Membership. A Citizen Interest Group's membership shall be terminated by:
 - a. A two-thirds vote of the delegates representing member municipalities eligible to vote at any regular or special meeting upon two weeks' notice of the proposed vote.
 - b. If a Citizen Interest Group fails to be regularly represented at Commission meetings, the Executive Board may instruct the Executive Director to discuss the absences with the delegates and alternates representing the Citizen Interest Group and warn the governing body of that group of their poor attendance records. Should the delegates or alternates representing the Citizen Interest Group continue their absence or should the Citizen Interest Group express interest in leaving the Commission, the Executive Board may instruct the Executive Director to schedule a vote of the Commission on whether to terminate the Citizen Interests Groups membership on the Commission by a properly warned vote of the Full Commission pursuant to sub-section 3(a) immediately above.

SECTION 404. Delegates Representing Citizen Interest Groups

1. A Citizen Interest Group shall have one delegate, appointed by the group on an annual basis, who shall have voting privileges on all matters except:
 - a. Admission or removal of Citizen Interest Groups.
 - b. Adoption of a regional plan.
 - c. Assessments of municipalities.

 - d. Approval of local plans or confirmation of local planning process.

The Commission shall be notified by the Citizen Interest Group in writing of their delegate by June 30 of each year and of any change in delegate during the year.

2. The Citizen Interest Group delegate may serve on or any committee including the Executive Board, but may not chair any committee or hold any office on the Executive Board.

SECTION 405. Alternates

Member municipalities or Citizen Interest Group members may appoint alternates to represent them in the absence of their regular delegate pursuant to the following conditions:

1. The legislative bodies of member municipalities or of Citizen Interest Groups that appoints a delegate or delegates may annually appoint an alternate or alternates to serve in the absence of its delegate(s). At Commission meetings, the alternate shall have voting privileges only when serving in place of an appointed voting delegate from a member municipality or Citizen Interest Group member.
2. Alternates shall not be eligible to serve or hold office on the Executive Board.
3. Alternates may serve on any committee. Since all committee votes are advisory only and in order to encourage participation on committees, alternates may participate and vote on committees in addition to or in the absence of a delegate.

SECTION 406. Appointment and Resignation

All appointments of delegates or alternates shall be made by the legislative body of the member municipality or Citizen Interest Group member in writing to the Commission.

All resignations of either member municipalities or Citizen Interest Group members, or the delegates or alternates representing the member municipalities or Citizen Interest Group member shall be submitted to the Commission in writing.

ARTICLE V: MEMBERSHIP ASSESSMENT

SECTION 501. Assessments of Member Municipalities

Member municipalities of the Commission shall appropriate funds to the Commission.

Assessments to member municipalities shall be made on a per capita basis with a minimum, the per capita amount to be decided by the Commission membership eligible to vote on the matter in time for inclusion in warnings of Annual Town Meetings. The most recent population estimate available from the Vermont Department of Health, excluding Group Quarters population, or the most recent preliminary or final census count available from the US Census, excluding Group Quarters population, shall be used as the basis for determining assessments. Each municipality's membership assessments shall be due and payable on or before June 30.

ARTICLE VI: COMMISSION VOTING DELEGATES

SECTION 601. Composition

The voting representatives of the Commission shall be composed of its delegates, or alternates representing absent delegates, subject to the limitations contained in ARTICLE IV.

SECTION 602. Powers and Duties

The voting delegates of the Commission shall be its policy making body. In addition to the powers and duties set forth in the statute and ARTICLE III of these Bylaws, the voting delegates of the Commission shall have the power, without limitation, except as contained in ARTICLE IV. to:

1. Exercise the authority of the Commission;
2. Approve the annual budget of the Commission;
3. Oversee the operation of the Commission;
4. Prescribe such operating procedures, in addition to those set forth herein, as are necessary to guide the Executive Board, Executive Director, and other staff, officers, and committees in the performance of their duties;
5. Instruct or assign additional duties to any committee, officer, staff member, or the Executive Board;
6. Authorize the creation of all staff positions;
7. Authorize the expenditure of all monies over and above the approved budget of the Commission.

SECTION 603. Special Voting Procedures

Pursuant to 24 VSA Chapter 117, §4350(f), the Commission shall confirm that a municipality is engaged in a planning process and regionally approve the plan produced as a result of the process. Confirmation and approval decisions shall require majority affirmative votes of all delegates representing municipalities. Votes shall be counted as follows:

1. Delegates representing municipalities constitute duly appointed delegates actively representing municipalities. The Commission has interpreted this to mean the total number of municipal seats filled by delegates (If a municipality has not appointed a delegate, but had the right too, that seat is not counted.)
2. Alternates may only vote when an appointed delegate to their municipality is absent.
3. Delegates, or alternates replacing absent delegates, must be present to vote.
4. The vote will be taken by roll call based on the roll call of delegates and alternates listed on the back of the agenda for the meeting.

SECTION 604. Regional Plan Adoption – Voting

Pursuant to 24 V.S.A. §5348(f), adoption or amendment of the Regional Plan shall require not less than a sixty percent vote of all Delegates representing municipalities. The definition of “delegates representing municipalities” and when alternates may vote are noted in Section 603 immediately above. Additionally, a majority vote of the municipalities represented at such vote shall be required for the adoption of a regional plan or amendment to said plan. Delegates must be present to cast votes.

ARTICLE VII: MEETINGS

SECTION 701. Conduct of Meetings

All meetings of ACRPC constitute public meetings and shall be warned conducted and recorded to promote public participation, transparency and accountability in accordance with Vermont's statutes governing public meetings.

SECTION 702. Regular Meetings

The regular meetings of the Commission shall be held a minimum of six times a year during the months of September through July.

SECTION 703. Annual Meeting

The regular meeting in May shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and any other business that may arise.

SECTION 704. Special Meeting

Special meetings may be called by the Chair or Executive Board on their own initiative. The Chair shall call a special meeting upon written request of ten voting delegates of the Commission.

SECTION 705. Notice of Meeting

Notice of regular or special meetings of the Commission shall be mailed by the Executive Director or Secretary to voting members and alternates at least one week in advance.

SECTION 706. Minutes

The Secretary shall be responsible for the minutes of all Commission meetings.

SECTION 707. Quorum

A minimum of one-third of the voting municipalities shall be represented in order for a quorum to be met for Commission meetings. Unless specifically stated otherwise in these Bylaws or in the Act, official Commission action shall require a majority vote of delegates present and voting.

ARTICLE VIII: OFFICERS

SECTION 801. Composition

The officers of the Commission shall be a Chair, Vice Chair, Secretary and Treasurer.

SECTION 802. Powers and Duties of Officers

Chair. The Chair of the Commission shall:

1. Be the chief executive officer; and shall represent the Commission on other organizations or appoint a designated representative;
2. Call and preside at meetings of the Commission;
3. Appoint the Chair and membership of all committees except the nominating committee;
4. Serve as an ex-officio member of all committees except the nominating committee;
5. In the absence of the Treasurer, sign all checks, notes, and drafts;

6. Perform such other duties as are assigned by these bylaws and as are customary to the office.
7. The Commission shall carry Employee Dishonesty Insurance on its employees and officers, including the Chair in an amount to be determined and approved by the Commission. The premium for such insurance shall be paid from Commission funds.

Vice-Chair. The Vice-Chair of the Commission shall act as Chair of the Commission in the absence or incapacity of the Chair.

Secretary. The Secretary of the Commission shall be responsible for the keeping of accurate and complete record of all Commission meetings and official actions. The Secretary shall perform such other duties as are required by these bylaws and as are customary to the office.

Treasurer. The Commission shall carry Employee Dishonesty Insurance on its employees and officers, including the Treasurer of the Commission in an amount to be determined and approved by the Commission. The premium for such insurance shall be paid from Commission funds. The Treasurer shall:

1. Carry out the directives of the Commission;
2. be responsible for prompt deposit of funds in such depositories as may be designated by the Commission;
3. be responsible for supervising and keeping of such books and accounts as may be ordered by the Commission or Executive Board;
4. Be responsible for the signing of all checks, notes, and drafts in the name of the Commission;
5. Be responsible for monthly reporting of the current operating expenditures of the Commission.
6. Perform such duties as are assigned by these bylaws and as are customary to the office.

SECTION 803. Eligibility

A candidate for any office must be a delegate representing a voting municipality.

ARTICLE IX: NOMINATIONS, ELECTIONS AND TERMS

SECTION 901. Nominations

At the February full commission meeting, the Executive Board shall request volunteers for a Nominating Committee consisting of three voting members (Delegates). At its February meeting the Executive Board shall choose a slate for the Nominating Committee. which it shall recommend to the full Commission for election at the March meeting of the Commission. The nominating committee shall render its report of nominations for all elective officers and at-large members of the Executive Board at the subsequent April meeting. Members of the nominating committee may be nominated for any position for which they are eligible. The nominating committee must obtain acceptance of nomination from each person whom it wishes to nominate prior to rendering its report. Nominations may also be made from the floor, with the consent of the nominee, at either the meeting at which the nominating committee makes its report, or the meeting at which elections take place.

SECTION 902. Elections

The Commission officers and at-large members of the Executive Board shall be elected by voice vote at the May meeting by majority vote of the voting delegates present unless a secret ballot is requested by three voting delegates present. Voting delegates may vote for any eligible person. If no candidate for a particular office obtains a majority, the balloting shall be repeated for that office as many times as necessary to obtain a majority vote of those voting delegates present for a single candidate.

SECTION 903. Term

The terms of office of all officers and at-large members of the Executive Board shall begin July 1 and shall end June 30, but officers shall hold office until their successors have been elected and installed. All officers and at-large members of the Executive Board shall be elected for a term of one year, but may not serve more than three consecutive terms in the same office, and no more than five consecutive terms on the Executive Board.

SECTION 904. Vacancies

A vacant office shall be filled by a majority vote of the delegates at the next Commission meeting. Officers and at-large members of the Executive Board so elected shall hold office only for the balance of the current term or until their successors are elected and installed.

SECTION 905. Representative to the Council of Regional Commissions

If the State of Vermont constitutes a Council of Regional Commissions, as anticipated by statute, the Executive Board shall nominate a representative to the Council of Regional Commissions annually at the April meeting, as necessary for that council to function. Nominations may also be made from the floor. The representative may hold any other Commission office. The eligibility, election, term and procedure for filling a vacancy in this position shall be the same procedure used for officers of the Commission.

ARTICLE X: EXECUTIVE BOARD

SECTION 1001. Composition

The Chair, Vice-Chair, Secretary, and Treasurer and three at-large members elected as described in Article X serve as an Executive Board.

SECTION 1002. Purpose

The purpose of the Executive Board shall be to implement and supervise the policies and programs of the Commission and to review and recommend to the Commission all matters of policy affecting the activities of the Commission including, but not limited to, regional planning recommendations, program and scope, personnel policies and finances.

SECTION 1003. Powers and Duties

The Executive Board shall be subject to the orders of the Commission voting membership, and none of its acts shall conflict with action taken by the Commission. The duties of the Executive Board will include, but not be limited to, the following:

1. To carry out the instructions of the Commission voting membership;

2. To supervise the affairs of the Commission between its regular meetings but to act for the Commission only when immediate action is required and the Commission voting membership would not be able to take the necessary action in time;
3. To be responsible for the normal operating expenditures of the Commission;
4. To review and recommend the annual budget of the Commission as drafted by the Executive Director and to transmit it to the Commission for final approval;
5. To review and recommend the financing procedure for regular funding of the Commission and to transmit it to the Commission for final approval;
7. To nominate the Commission's representative to the Council of Regional Commissions, as necessary, for election by the Commission pursuant to Section 1005 of these Bylaws;
8. To implement with the assistance of the Executive Director, general personnel policies of the Commission, and other matters which would tend to promote good working conditions and morale among the Commission staff; and to review and recommend changes to the personnel policies;
9. To recommend appointment and removal of the Executive Director, subject to approval of the Commission, and to determine compensation of the Executive Director and otherwise implement personnel policies;
10. To review the scope and content of the annual work program and transmit it to the Commission for final approval, and to report progress;
11. To establish the fiscal year;
12. To adopt, formulate, and record its policies, rules and regulations for easy reference;
13. To submit a report of its activities at each Commission meeting;
14. To review and comment on Committee recommendations and to forward such recommendations unchanged to the Commission.

SECTION 1004. Meetings

Regular meetings of the Executive Board shall be held a minimum of six times a year during the months of September through July at such time as the Executive Board members shall determine. Special meetings of the Board may be called by the Chair or Executive Director and shall be called by the Chair upon written request of three members of the Executive Board. A quorum to conduct business shall consist of a simple majority of the membership of the Executive Board.

ARTICLE XI: STAFF

SECTION 1101. Composition

The staff of the Commission shall be an Executive Director, and other staff as approved by the Executive Board to implement the work program approved by the Commission voting delegates.

SECTION 1102. Executive Director: Powers and Duties

The Executive Director shall:

1. Exercise the powers and duties assigned by the Commission and the Executive Board;
2. Fill all staff positions authorized by the Commission pursuant to the personnel policies;
3. Direct a regional planning and development program as approved by the Commission and within the framework of applicable state and federal regulations.
4. Sign contracts and perform such other management acts as necessary and appropriate to direct a regional planning and development program as approved by the Executive Board and Commission.

SECTION 1103. Equal Opportunity Employer

No person seeking employment or having business with the Commission shall be discriminated against for reasons of race, color, religion, ancestry, national origin, sex, sexual orientation, gender identity, place of birth, or age or against a qualified individual with a disability. The Executive Director shall take affirmative steps to insure this policy is followed.

ARTICLE XII: COMMITTEES

SECTION 1201. Composition

1. Upon assuming office each year, the Executive Board shall appoint the chairperson and membership of such standing committees as it deems necessary to fulfill the responsibilities of the Commission. The Executive Board may also appoint the Chairperson and membership of ad hoc committees deemed necessary during their term.
2. Committee chairs must be delegates from voting municipalities. Any person shall be eligible to serve on a committee. Voting on policy and ad hoc committees shall be limited to duly appointed delegates, alternates (even if a delegate from the same municipality is present) and Citizen Interest delegates.
However, ad hoc committees structured especially specifically to meet the requirements of a law or funding source, such as solid waste committees under Act 78, or transportation planning committees under the Federal law, as amended, are not subject to the voting rule. Municipal representatives and representatives from the Commission shall both be eligible to vote. Such committees, if possible under their enabling legislation/funding, should have a Commission delegate as chair to enable communication and coordination between the Commission and ad hoc committee.
3. The Executive Board shall make Committee appointments from a list of the delegates and alternates. Any delegate or alternate may make requests or add recommendations to that list. The Executive Board shall review the requests and make appointments such that balanced representation occurs within each committee.
4. Committee recommendations shall be submitted to the Executive Board by July 1 of each year. The Executive Board shall make its appointments by September 1 of each year.
5. Any committee chair may, with the approval of the Chair of the Executive Board, after consultation with the Executive Director regarding staff capacity, appoint subcommittees to conduct specific work on topics within the Committees' jurisdiction.
6. No committee shall consist of fewer than three members.
7. Vacancies on committees shall be filled using the same procedures regarding appointment to the Committee as noted above.

SECTION 1202. Powers and Duties

Committees shall have the power to gather information, prepare reports and make recommendations to the Commission through the Executive Board. No committee may take unilateral action in behalf of the Commission without approval of the voting delegates to the Commission.

SECTION 1203. Standing Committee Meetings

Quorums for committee meetings shall consist of the lesser of five members or a simple majority of committee members.

ARTICLE XIII: RESOLVING CONFLICTING INTERESTS

SECTION 1301. Conflicts.

1. Purpose. The purpose of this policy is to ensure that this Commission conducts its business in the best interests of the Region and preserves the public trust the Region places with the Commission. No delegate of the Commission may participate so as to gain a financial advantage from his or her work for the Commission. It is also the intent of this policy to ensure that all decisions made by commission delegates must be based on the best interest of the Region and/or the municipality which he or she represents.
2. Definitions. For the purposes of this policy, the following definitions shall apply:
 - a. A direct or indirect financial interest of a delegate, his or her spouse, household member, child, stepchild, parent, grandparent, grandchild, sibling, aunt or uncle, in law, close business associate, employer or employee, in the outcome of a cause, proceeding, application or any other matter pending before the Commission.
 - b. Appearance of conflicts means conduct which may be construed to constitute a conflict. In order to preserve the public trust, all commissioners are encouraged to disclose relationships or interests that may appear to be conflicts in order to allow the Commission to make a timely decision concerning whether an actual conflict exists.
 - c. Public interest means an interest of the Region as a whole, conferred generally upon all residents of the Region.
3. Disqualification.
 - a. A delegate shall not participate in any official action if he or she has a conflict of interest in the matter under consideration.
 - b. A delegate shall not personally, or through any member of his or her household, business associate, employer or employee, represent, appear for, or negotiate in a private capacity on behalf of any person or organization in a cause, proceeding, application or other matter pending before the Commission in which the delegate holds office or is employed.
 - c. Commission members or employees shall not accept gifts or other offerings for personal gain by virtue of their public office.
 - d. In the event a delegate is uncertain whether he or she or any other delegate has a conflict of interest in any matter, he or she may notify the Chair, prior to action taken by the Commission, and request the Commission to determine whether a conflict of interest exists as to another delegate or him/herself. The Commission shall resolve the question by a majority vote. If the Commission concludes that a delegate has a conflict the Commission shall exclude that delegate from participation, voting or taking action on the subject matter in his/her capacity as a Commission member. He or she shall retain all rights as a citizen and may participate as a member of the general public.
4. Disclosure. A delegate who has reason to believe that he or she has or may have an appearance of a conflict of interest but believes that he or she is able to act fairly, objectively and in the public interest in spite of the appearance of a conflict of interest shall, prior to participating in any official action on the matter disclose to the commission at a public hearing the matter under consideration, the nature of the potential conflict of

interest and why he or she believes that he or she is able to act in the matter fairly, objectively and in the public interest.

5. Recusal. A delegate shall recuse him or herself from any matter in which he or she has a conflict of interest, pursuant to the following:
 - a. Any Commissioner may request that a member recuse him or herself due to a conflict of interest. Such request shall not constitute a requirement that the member recuse him or herself; If the member refuses to recuse him or herself and the issue of conflict remains, the Full Commission shall make the decision regarding whether an actual conflict exists using the process outlined in Section 3D above.
 - b. A delegate who has recused him or herself from a proceeding shall not sit with the commission, deliberate with the commission, or participate as a delegate while that proceeding is pending; He or she shall retain all rights as a private citizen and may participate as a member of the general public.

ARTICLE XIV: SUPPLEMENTARY PROVISIONS

SECTION 1401. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Commission in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Commission may adopt.

SECTION 1402. Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Commission by a 2/3rds vote of delegates present and voting, provided that the amendment has been submitted in writing at the previous regular meeting and included in the notice of the meeting at which such vote occurs.

SECTION 1403. Separability

If any provision of these Bylaws is held invalid, the other provisions of the Commission's Bylaws shall not be affected thereby.