

Addison County Regional Planning Commission

14 Seminary Street Middlebury, VT 05753 • www.acrpc.org • Phone: 802.388.3141

ACRPC Full Commission Notice of Meeting 7:00 p.m. Wednesday, February 12, 2025

HYBRID MEETING: This meeting will be conducted in person at ACRPC's office and remotely through the **ZOOM** remote meeting on-line platform. PLEASE USE THE CONNECTION BELOW:

Join Zoom Meeting <https://us02web.zoom.us/j/85938862314?pwd=5oHabBlJkk0DDbl8LkYBKVqxSDXgF.1>
Meeting ID: 859 3886 2314; Passcode: 560685

CALL-IN: +1 646 931 3860 Call in using this number and enter the meeting PIN from the phone keypad.

PHYSICAL LOCATION: ACRPC's office at 14 Seminary Street in Middlebury **WILL** be open to the public.

7:00 p.m. BUSINESS AGENDA:

- I. **Approval of Minutes:** January 8, 2025
- II. **Executive Board Minutes:** January 22, 2025
- III. **Treasurer's Report:** Financials November 31, 2024
- IV. **Committee Reports:** (Act 250, Energy, Local Govt, Nat Res, TAC, Housing, Econ Dev)
- V. **Joint Partners Report/Delegate/Staff Recognition:**

VII. Old Business:

- Maple Broadband Update
- Clean Water Service Provider Update
- Bylaws Update and notice of vote at March Meeting
- Other

VIII. New Business

- Vote to Confirm the Town of Orwell's Planning Process and regionally approve its Town Plan
- Recruiting members for the Nominating Committee
- Other

IX. Member's Concerns/Information:

X. Adjournment:

Addison	Bridport	Bristol	Cornwall	Ferrisburgh	Goshen	Leicester
Lincoln	Middlebury	Monkton	New Haven	Orwell	Panton	Ripton
Salisbury	Shoreham	Starksboro	Vergennes	Waltham	Weybridge	Whiting



ADDISON COUNTY REGIONAL PLANNING COMMISSION ROLL CALL

ADDISON	D	Bob Schatz	___	PANTON	D	James Dayton	___	
	D		___		A		___	
	A	Chris Stackhouse	___	RIPTON	D	Jeremy Grip	___	
	A		___		A	Jonathan Heppell	___	
BRIDPORT	D	Edward Payne	___	SALISBURY	D	Barrie Bailey	___	
	D	Andrew Manning	___		D		___	
	A	Steve DeCarlo	___		A		___	
	A	Renee Brodeur	___		A		___	
BRISTOL	D	Peter Grant	___	SHOREHAM	D	Nick Causton	___	
	D	Ron Dendas	___		D		___	
	D		___		A		___	
	A	William Sayre	___		A		___	
	A		___	STARSBORO	D	Herb Olson	___	
	A		___		D	Tom Perry	___	
CORNWALL	D	Stan Grzyb	___	A	Rich Warren	___		
	D	Anna Burns	___	VERGENNES	D	Shannon Haggett	___	
	A		___		D	Cheryl Brinkman	___	
	A		___		A	Don Ferris	___	
A		___	A			___		
FERRISBURGH	D	Tim Davis	___	WALTHAM	D	Lisa Sausville	___	
	D	Arabella Holzapfel	___		A		___	
GOSHEN	D	Jim Pulver	___	WEYBRIDGE	D	Gioia Kuss	___	
	A	Chad Chamberlain	___		A		___	
LEICESTER	D	Diane Benware	___	WHITING	D	Jennifer Erwin	___	
	D	Tom Barker	___		A		___	
	A		___		CITIZEN INTEREST REPRESENTATIVES	ADDISON COUNTY	D	
A		___	CHAMBER OF	A		Phil Summers		
A		___	COMMERCE					
A		___	HOPE	D		Jeanne Montross	___	
LINCOLN	D	Steve Revell		___	A	Skip Wyer	___	
	D			___	OTTER CREEK	D	Ronald Payne	___
	A			___		A	Marcia Parker	___
	A		___	ADDISON COUNTY FARM BUREAU	D	Charles Roy	___	
A		___	A		Kent Wright	___		
MIDDLEBURY	D	Ross Conrad	___	OC NATR. RESOURCE	D	Jonathan Chamberlain	___	
	D	Karina Toy	___		A	Paul Wagner	___	
	D		___	ADDISON COUNTY ECONOMIC DEVELOPMENT CORP	D	Fred Kenney	___	
	A	Hugh McLaughlin	___		A	Richard McKerr	___	
MONKTON	D	Stephen Pilcher	___	NEW HAVEN	D	Jim Walsh	___	
	D	Debra Sprague	___		D	Harvey Smith	___	
	A		___		A	Kathy Cahill	___	
	A		___		A		___	
ORWELL	D	Joseph Andriano	___	STARKSBORO	D	Herb Olson	___	
	D	Sharon Macedo	___		D	Tom Perry	___	
	A	Daniel Redondo	___		A	Rich Warren	___	
	A	Cian Quinn	___		A		___	

ACRPC EXECUTIVE BOARD

CHAIR : Ross Conrad
VICE-CHAIR : Jamie Dayton
SECRETARY : Arabella Holzapfel
TREASURER : Cheryl Brinkman
AT LARGE : Jeremy Grip
 Tim Davis
 Joseph Andriano

STAFF:

EXECUTIVE DIRECTOR: Adam Lougee
OFFICE MANAGER/BOOKKEEPER: April Clodgo
EMERGENCY MANAGEMENT PLANNER: Andrew L'Roe
SENIOR/TRANSPORTATION PLANNER: Michael Winslow
COMMUNITY PLANNERS: Katie Raycroft-Meyer, Danelle Birong, Rebecca Elder
GIS DATA MANAGER: Hannah Andrew
ENERGY PLANNER: Jolyon Larson
WATER QUALITY PLANNER/ ECO AmeriCorps: Leander Ruhl

OFFICE PHONE: 802-388-3141

Addison County Regional Planning Commission

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Meeting Minutes Addison County Regional Planning Commission Wednesday, January 8, 2025

ACRPC held its December meeting at its office at 14 Seminary St. Middlebury and via ZOOM with the Vice Chair, Arabella Holzapfel of Ferrisburgh, presiding.

ROLL CALL:

<i>Addison:</i>			Stephen Pilcher
<i>Bridport:</i>	Ed Payne	<i>New Haven:</i>	Harvey Smith
<i>Bristol:</i>	Ron Dendas Peter Grant	<i>Orwell:</i>	
<i>Cornwall:</i>	Anna Burns	<i>Panton:</i>	James Dayton
<i>Ferrisburgh:</i>	Tim Davis Arabella Holzapfel	<i>Ripton:</i>	Jeremy Grip
<i>Goshen:</i>		<i>Salisbury:</i>	
<i>Leicester:</i>		<i>Shoreham:</i>	Nick Causton
<i>Lincoln:</i>		<i>Starksboro:</i>	Tom Perry Rich Warren
<i>Middlebury:</i>	Hugh McLaughlin Ross Conrad Karina Toy	<i>Vergennes:</i>	Shannon Haggett Cheryl Brinkman
<i>Monkton:</i>	Debra Sprague	<i>Waltham:</i>	
		<i>Weybridge:</i>	
		<i>Whiting:</i>	Jennifer Erwin

CITIZEN INTEREST REPRESENTATIVES:

<i>Otter Creek Audubon Society:</i>	Ron Payne
<i>Otter Creek Natural Resources:</i>	
<i>Addison County Farm Bureau:</i>	
<i>Addison County Economic Development Corp:</i>	Fred Kenney
<i>Addison County Chamber of Commerce:</i>	
<i>HOPE:</i>	Jean Montross

ACRPC EXECUTIVE BOARD

Chair: Joseph Andriano
Vice-Chair: Arabella Holzapfel
Secretary: Shannon Haggett
Treasurer: Cheryl Brinkman
At Large: Jamie Dayton
Jeremy Grip,
Tim Davis

STAFF
Executive Director: Adam Lougee
GIS Manager: Hannah Andrew
Land Use Planner: Katie Raycroft-Meyer
Transportation Planner: Mike Winslow
Emergency Planner: Andrew L'Roe
Office Manager/Bookkeeper: April Clodgo
Eco-AmeriCorps member: Leander Ruhl

Addison	Bridport	Bristol	Cornwall	Ferrisburgh	Goshen	Leicester
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Addison County
Regional Planning Commission

7:00 p.m. Business Meeting: Arabella Holzapfel, the Vice Chair of the Commission, opened the business meeting at 7:03 p.m. by welcoming the Commission members and any guests present.

- I. Approval of the December 2024 meeting minutes:** Cheryl Brinkman moved approval of the December minutes. Shannon Haggett seconded the motion. The minutes passed unanimously, except that Gioia Kuss abstained.
- II. Executive Board Minutes:** No Meeting.
- III. Treasurer's Report:** Adam presented the Treasurer's Report for the evening. Adam noted that cash flow remains strong and that cash on hand and receivables are also strong. Adam highlighted the draft Statement of Financial Activities through October, 2024. The Statement shows a positive fund balance for the year of about \$39,000. **Stephen Pilcher moved to accept the Treasurer's Report as presented. Shannon Haggett seconded the motion. The Commission voted unanimously to accept the Treasurer's Report as presented by voice vote/show of hands.**
- IV. Committee Reports:**
 - Act 250/Section 248: No Meeting.
 - Energy Committee: No Meeting.
 - Local Government: The Local Government Committee met in Waltham December 16th and will present its recommendation from that hearing later in the agenda. It will also meet in Orwell next Wednesday, on January 15th, to review its planning process and the new Orwell Town Plan.
 - Natural Resources: No Meeting.
 - TAC: No Meeting.
 - Housing: Shannon Haggett noted that the Housing Committee had met just before the meeting. It continued its discussion regarding the Future Land Use maps and approved a process ACRPC will be implementing to work with its member municipalities to conduct outreach. It will hold a large public meeting on February 20th at 6:00 p.m.
 - Economic Development Committee: No meeting.
- V. Joint Partners Report:** Fred Kenney chose not to highlight any new work. Adam introduced two new employees to the Commission, Danelle Birong and Jolyon Larsen. Danelle and Jolyon introduced themselves to the Commission.

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VI. Old Business:

Maple Broadband Update: Shannon Haggett reported that Maple Broadband is in the process of completing its fiber construction for the year with the ARPA funding it had secured. It will continue to build its business operations and connect new customers. Its subscribers continue to grow and number 500 households, a strong milestone for Maple Broadband. It will also focus its efforts on applying for more federal money through the BEAD grant to complete its buildout to unserved and underserved addresses in the Addison Region. This work will include building hubs in Middlebury and Ripton. Shannon also reported that Maple Broadband had received a \$50,000 ARPA commitment from the Town of Middlebury.

FY2023 Audit Presentation: Adam included the draft audit in the Commission's package for the December meeting and reviewed the draft at that time. He sent out the final audit to the Commission just prior to the meeting. He noted that it was substantially similar to the draft already reviewed. He noted we ended the year with a \$77,000 surplus and that the audit contained no adverse findings. **Hugh McLaughlin moved to accept the final audit. Cheryl Brinkman seconded the motion, which passed unanimously by a voice vote/show of hands.**

Vergennes Planning and Environmental Linkage Study Update: Adam noted that ACRPC has been working in concert with VTrans, Vergennes and the six communities that neighbor Vergennes to create a solution to impacts caused by the large number of trucks that pass through the City of Vergennes each day. This planning study is largely complete and will position Vergennes to enter the NEPA process for federal funding to create new infrastructure to support the solution, should VTrans decide to pursue it. The Technical and Policy Steering Committees for the project have met, reviewed and approved the consultant's conclusions and have recommended that the two western routes (Colored blue and pink on the maps) enter the NEPA process. The Policy Committee also voted to recommend the purple route to enter the NEPA process. The final report will be completed and presented to the public this spring. VTrans will determine whether to move the project forward as part of its project prioritization process.

Clean Water Service Provider Update: Adam noted that ACRPC serves as the Clean Water Service Provider for the Otter Creek Basin. We were recently approved in this capacity for another 5 year term. Additionally, the Basin Water Quality Committee, which Arabela chairs, for the Otter Creek Basin just met and approved two new forestry projects. We still have plenty of funding and continue to look for projects.

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Bylaws Update: Adam announced that he, Joe and Ross had reviewed the bylaws to fix the contradiction regarding who has the authority to appoint committee members, the Chair or the Executive Board and several other items that contradicted with the Commission's practice. They will bring recommendations to the Executive Board later this month and then back to the full Commission at its February meeting.

Other: None.

VII. New Business:

Annual Summary of Work for Town Reports: Adam noted the Annual Summary of Work ACRPC completes each year and supplies to all member towns for inclusion in their town report was included in the Commission package. It constitutes a very brief summary of all the work we do over the course of a year.

Vote to Confirm the Town of Waltham's Planning Process and regionally approve its Town Plan: Shannon noted that the Local Government Committee had held a joint public hearing with the Waltham Planning Commission in December to review the Waltham town planning process and the Waltham Town Plan for regional approval. The meeting went well and **the Committee voted unanimously to recommend that the Full Commission confirm the Town of Waltham's planning process and to regionally approve the Waltham Town Plan. Shannon requested that the Commission approve the Committee's recommendation. The Commission approved the Committee's motion unanimously.**

Other: None.

VIII. Member's Concerns/Chair Comments: Ross noted that the bylaws require to be presented to the Full Commission at a meeting prior to a vote, so we will review the bylaws in February and vote on them in March.

IX. Adjournment: There being no further business, **Peter Grant moved to adjourn, Fred Kenney seconded the motion and Arabella adjourned the Commission by unanimous consent at 7:45 p.m.**

Respectfully submitted,

Adam Lougee, Director

Addison	Bridport	Bristol	Cornwall	Ferrisburgh	Goshen	Leicester
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ADDISON COUNTY REGIONAL PLANNING COMMISSION
EXECUTIVE BOARD MEETING
January, 22 2025

The Addison County Regional Planning Commission’s Executive Board held its monthly meeting in person at ACRPC’s office at 14 Seminary Street in Middlebury and via Google Meet with Vice Chair, Arrabella Holzapfel presiding.

ROLL CALL

Ferrisburgh Tim Davis
Arabella Holzapfel

Orwell

Panton Jamie Dayton

Ripton Jeremy Grip

Vergennes Shannon Haggett

STAFF: Adam Lougee, Director

Arabella opened the meeting at 6:33 p.m. and welcomed the Executive Board.

MINUTES

Shannon Haggett moved to approve the December 4, 2024 minutes. Jeremy Grip seconded the motion. The motion to approve the minutes passed unanimously by voice vote/show of hands.

TREASURER’S REPORT

Adam presented the Treasurer's Report through the end of November 2024. The Statement of Financial Activities showed negative net income for the quarter of approximately \$15,000, down from the previous month. Adam noted that since we bill a lot of significant accounts quarterly, he expected the negative number is a matter of timing and will correct itself when we bill for the entire second quarter after the month of December. When carried over to the Statement of Financial Position, that small deficit creates little impact on ACRPC’s healthy balance sheet with significant assets and cash on hand. **Shannon Haggett moved to accept the November 31th, 2024 Treasurer’s Reports as presented. Jamie Dayton seconded the motion. The motion to accept the Treasurer’s Report as presented passed unanimously by voice vote/show of hands.**

COMMITTEE REPORTS (only committees that have met since the Full Commission meeting)

Transportation Advisory Committee (TAC): The TAC met last week. They received a presentation from VTrans regarding the work VTrans was doing to make Vermont’s transportation systems more resilient in light of climate change. The TAC also supported the Proposed terminal expansion at the Middlebury Airport. Lastly, Mike provided the TAC with some local transportation updates.

Local Government: Shannon noted that the Local Government Committee met in Orwell last week to review and confirm Orwell's planning process and to hold the hearing necessary to regionally approve Orwell's latest town plan. Shannon noted the hearing went well and that the committee will present to the Full Commission meeting in February.

Basin Water Quality Council (BWQC): Arabella noted that the BWQC had met earlier in the day and had approved two of three forestry water quality projects. It tabled the other project and requested additional information.

No other committees have met since the November Full Commission meeting. However, Adam noted that Vermont Gas had filed its Application for a Certificate of Public Good for the Addison Natural Gas line previously permitted in 2014 and operational since 2017. He noted the Commission had voted to intervene so he will bring this to the Energy and Act 250/248 Committees attention.

Old Business

Proposed Bylaw Change and Review: Adam noted that during the committee appointment process in September Joe noted an inconsistency in the Bylaws whereby both the Chair of the Board and the Executive Committee were empowered to appoint committee members. The Executive Board appointed a sub-committee of Joe, Ross and Adam to rectify that issue and conduct a general review of the bylaws to identify any other problems. The Committee has completed its work and Adam presented its recommendations to the Executive Board. **Shannon Hagggett moved to advance the Bylaws to the Full Commission for their review and approval. Jeremy Grip seconded that motion, which passed unanimously by a voice vote/show of hands.**

Staffing: Adam reported that the Commission had hired 3 new employees in January, Rebecca Elder, Danelle Birong and Jolyon Larsen. All have started and are learning their new jobs. Adam thinks all of them will fit in very well.

Other: Arabella reported that the Agency of Natural Resources had renewed ACRPC's term as the Clean Water Service Provider for the Otter Creek Basin for another 5 year term.

NEW BUSINESS

Housing Targets for Act 181: Adam noted that the Housing targets associated with Act 181, the housing and act 250 reform legislation passed last legislative session had just been released. He presented them to the Executive Board. For Addison County the numbers included a low projection of approximately 1,300 housing units and a high of approximately 2000 housing units by 2030. Adam felt like these were numbers over 5 years that ACRPC could fairly allocate around the Region. Staff will be starting to work on creating a methodology to break the total number for the Addison Region into town by town numbers.

Other: Shannon reminded the Board that at our February Full Commission meeting we typically ask for volunteers for the Nominating Committee, which often includes outgoing members of the

Executive Board. Jeremy Grip and Jamie Dayton will be leaving the Board at the conclusion of this fiscal year and therefore may be asked to serve on the Nominating Committee.

Also, neither Joe nor Arabella are available to run the February board meeting. **The Executive Board agreed that Shannon, as Secretary, will run the February meeting.**

MEMBERS CONCERNS/INFORMATION

None.

EXECUTIVE SESSION

Not needed.

ADJOURNMENT

Arabella ordered the Executive Board adjourned by unanimous consent at 7:15 p.m.

Respectfully submitted, Adam Lougee

Addison County Regional Planning Commission
Statement of Financial Activities
 July through November 2024

	<u>Jul - Nov 24</u>
Ordinary Income/Expense	
Income	
30001 · Revenue	463,138.18
30004 · Interest Income	1,002.08
47230 · Municipal Dues	17,969.57
Total Income	<u>482,109.83</u>
Gross Profit	482,109.83
Expense	
30050 · ACRPC - Small Grants	8,134.75
30100 · Misc. Reimbursable Expenses	111,877.34
30110 · Subcontractor Expense	0.00
40000 · Wage Expense	240,535.75
40001 · Vacation Wage Adjustment	1,659.72
40090 · Americorp Host	4,925.00
40100 · Accounting	685.69
40109 · Advertising	2,615.00
40130 · Copy Machine	2,613.26
40140 · DUES	3,000.00
40180 · Staff Insurances	
40181 · Vision Ins.	208.22
40182 · Life & Disability Ins.	1,603.82
40183 · Dental Ins.	1,005.49
40190 · Health Ins.	44,781.45
Total 40180 · Staff Insurances	<u>47,598.98</u>
40240 · Business Insurance	2,973.95
40250 · Janitorial	750.00
40290 · Misc. Expense	
40293 · Interest Expense	63.69
40290 · Misc. Expense - Other	2,577.45
Total 40290 · Misc. Expense	<u>2,641.14</u>
40380 · Rent Expense	19,515.00
40390 · Rubbish Removal	31.00
40430 · Retirement	15,981.85
40450 · Office Supplies Expense	599.82
40460 · Payroll Taxes - Expense	19,277.91
40500 · Telephone/Internet	3,442.06
40510 · Training/Travel/Conference	916.63
60030 · Software Subscriptions	7,650.10
60040 · Website Maintenance	500.00
Total Expense	<u>497,924.95</u>
Net Ordinary Income	<u>-15,815.12</u>
Net Income	<u><u>-15,815.12</u></u>

Addison County Regional Planning Commission

Statement of Financial Position

As of November 30, 2024

	<u>Nov 30, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
10300 · NOW Checking - NBM - 2810	373,285.41
10325 · Payroll Checking - NBM-2771	1,710.16
10350 · MMK - NBM - 4703	1.00
10352 · SWEEP Acct (Intrfi Acct 5586)	378,568.29
10400 · Vanguard - MMA	125,173.42
10455 · T. Bills (TreasuryDirect.gov)	0.00
1072 · Bill.com Money Out Clearing	-646.98
Total Checking/Savings	<u>878,091.30</u>
Accounts Receivable	
10500 · Accounts Receivable	269,067.92
Total Accounts Receivable	<u>269,067.92</u>
Other Current Assets	
12002 · Prepaid Rent	3,903.00
12003 · Prepaid Business Insurance	4,606.77
12120 · Other Prepaid Expenses	7,407.38
Total Other Current Assets	<u>15,917.15</u>
Total Current Assets	<u>1,163,076.37</u>
Fixed Assets	17,079.01
TOTAL ASSETS	<u><u>1,180,155.38</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	168,777.11
Credit Cards	781.46
Other Current Liabilities	
22000 · Accrued Vacation Wages Payable	77,645.10
22010 · Accrued Wages Payable	9,487.29
23001 · FSA - M. Winslow	114.00
25050 · Unearned Revenue	
25052 · Accs Dwelling Units	20,865.38
25053 · SFY23 CWSP Proj Grants (WID-04)	366,763.70
25054 · Act 172-Muni Bdlg Wealth.	94,629.11
25055 · Municipal Dues	26,378.35
Total 25050 · Unearned Revenue	<u>508,636.54</u>
Total Other Current Liabilities	<u>595,882.93</u>
Total Current Liabilities	<u>765,441.50</u>
Total Liabilities	765,441.50
Equity	
28010 · Unrestricted Fund Balance	424,930.12
28020 · Fund Balance Equipment	5,598.88
Net Income	-15,815.12
Total Equity	<u>414,713.88</u>
TOTAL LIABILITIES & EQUITY	<u><u>1,180,155.38</u></u>

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
	MARCH 8, 2017
	DECEMBER 14, 2022
	NOVEMBER 8, 2023
	Proposed March 12, 2025

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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 AND TERRITORY

SECTION 201. Name

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

SECTION 202. Territory

The physical territory that the Addison County Regional Planning Commission serves shall consist of the jurisdiction controlled by the 21 of the 23 municipalities in Addison County that constitute its municipal members, with only Granville and Hancock excepted because of geography. The jurisdictional territory of the Commission shall be referred to as the “Region” or the “Addison Region”.

ARTICLE III: POWERS AND DUTIES OF THE COMMISSION

SECTION 301. Statutory Powers and Duties of the Commission

As provided in Title 24 of the Vermont Statutes Annotated, Chapter 117: Municipal and Regional Planning and Development (The “Act”), Section 4345a, 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 the Act, 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 and meaningful participation as defined in 3 V. S.A. §6002.

~~a.~~b. develop a regional database that is compatible with, useful to, and shared with the State of Vermont’s geographic information system.

~~b.~~c. conduct capacity studies.

~~c.~~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.

~~d. 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.~~

e. Consider the potential environmental benefits and environmental burdens, as defined in 3 V. S.A. §602, of the proposed plan.

~~e.f.~~ consider the probable social and economic consequences of the proposed plan; and

~~f.g.~~ Prepare a report explaining how the regional plan is consistent with the goals established in Section 4302 of the Act.

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 the Act. 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 prepared pursuant to 32 V.S.A. chapter 5 and the Transportation Program prepared pursuant to 19 V.S.A. chapter 1 for compatibility and consistency with regional plans and submit comments to the Secretaries of Transportation and Administration and the legislative committees of jurisdiction.~~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.~~

With respect to proceedings under 30 V.S.A. § 248:

(A) have the right to appear and participate; and

(B) appear before the Public Utility Commission to aid in making determinations under that statute when requested by the Commission.

~~14.~~

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.

19. Undertake studies and make recommendations on the conservation of energy and the development of renewable energy resources.

19.——If designated as a clean water service provider under 10 V.S.A. § 924, provide for the identification, prioritization, development, construction, inspection, verification, operation, and maintenance of clean water projects in the basin assigned to the regional planning commission in accordance with the requirements of 10 V.S.A. chapter 37, subchapter 5.

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.
6. Undertake comprehensive planning, including related preliminary planning, State capital investment plans and engineering studies.
7. 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.

8. 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.

9. Gather economic and demographic information concerning the area served.

10. Assist existing business and industry to encourage the development and growth of small business and to attract industry and commerce.

11. Include in its charter and bylaws adopted pursuant to Section 4343 of the Act, 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 the Act.

(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.

(E) Invest funds held in reserve in any security or investment that is prudent under the Uniform Prudent Management of Institutional Funds Act. This subdivision (E) only shall apply to funds whose investment is not otherwise restricted by State or federal law; the terms of a grant, gift, or devise; or the terms of a contract or service agreement formed under this chapter.

12. 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.

SECTION 303. Shared Municipal Services

As provided in 24 V.S.A. Section 4345b of (the “Act”), the Commission may enter into municipal service agreements to promote cooperative arrangements and coordinate, implement, and administer service agreements among municipalities, including arrangements and actions 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.

1. Voluntary Participation. Participation by a municipality in a municipal service agreement with the ACRPC 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.

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.

3. Governance Committees. When deemed appropriate by the participating municipalities and the ACRPC, a municipal service agreement may include a governance committee made up of representatives of the participating municipalities and ACRPC. 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.

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.

a. The withdrawal provision of a municipal agreement with one municipality shall provide for at least 30 days' notice unless otherwise provided in the agreement.

b. The withdrawal provision of a municipal agreement with multiple municipalities shall provide for at least six months' notice prior to the beginning of ACRPC's next fiscal year unless otherwise provided in the agreement.

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

outside the ACRPC Region.

6. Limitation on Powers. ACRPC shall specifically not possess the following powers related to its shared services agreements:

- a. It shall not take on or exercise essential legislative functions on behalf of its municipal members;
- b. It shall not have taxing authority;
- c. It shall not have the right of eminent domain.

7. Restrictions on using Regional Planning Funds. ACRPC shall not use funds provided for regional planning under 24 V.S.A. sections §§4341a or 4346 to provide services under a shared service agreement without prior written authorization from the State agency or other entity providing the funds. ACRPC shall not use municipal dues, funds or grants provided for regional planning services to subsidize any shared services agreement.

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 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 ~~July~~ June 30th, 30 days after the beginning of the new fiscal year.

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 has 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 may be taken by voice vote and shall stand if it is unanimous. For other than a unanimous vote, 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~~ sent via mail or email 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. Lead the Executive Board in its deliberations to ~~Appoint~~ the Chair and membership of all committees, except the nominating committee, pursuant to the process outlined in section 1201 of these bylaws.;
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 oversee the finances of the Commission by:

1. Ensuring staff ~~Carries~~ out the directives of the Commission;
2. ~~Ensuring staff~~ Be responsible for ~~pp~~ Promptly deposits ~~of~~ funds in such depositories as may be designated by the Commission;

3. ~~Ensuring staff~~ ~~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, with staff, 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 IX 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;
6. ~~To nominate the Commission's representative to the Council of Regional Commissions, as necessary, for election by the Commission pursuant to Section 905 of these Bylaws;~~
7. 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;
8. 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;
9. To review the scope and content of the annual work program and transmit it to the Commission for final approval, and to report progress;
10. To establish the fiscal year;
11. To adopt, formulate, and record its policies, rules and regulations for easy reference;
12. To submit a report of its activities at each Commission meeting;

13. 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 ~~fiscal year 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 ensure 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 chairs 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 ~~requests~~~~recommendations~~ shall be submitted to the Executive Board by ~~July~~~~August~~ 1 of each year. The Executive Board shall make its appointments ~~at the by~~ September ~~Full Commission meeting~~~~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 on 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 ~~two~~ committee members.

ARTICLE XIII: CONFLICTS OF INTEREST

SECTION 1301. Conflicts of Interest.

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, the Commission shall adopt and follow a clear "Conflict of Interest" policy prohibiting commissioners from participating in Commission business where they have a conflict of interest.

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.