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, March 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 ZoomMeeting https://us02web.zoom.us/j/85938862314?pwd=5oHabBItJkk0DDbl8LkYBKVqxSDxgF.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: February 12, 2025
II. Executive Board Minutes: February 26, 2025
III. Treasurer's Report: Financials December 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
- Act 181 outreach plan update
- Vote to amend the bylaws of ACRPC
- Other

VIII. New Business

- Announcement of slate of commissioners recommended to serve as the Nominating Committee and vote on proposed slate
- Annual Meeting/ Speaker/ Bertha Hanson Award Nominee
- Other

IX. Member's Concerns/Information:
X. Adjournment:

ADDISON COUNTY REGIONAL PLANNING COMMISSION ROLL CALL

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

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 PLANNER: Katie Raycroft-Meyer
GIS DATA MANAGER: Hannah Andrew
WATER QUALITY PLANNER/ ECO AmeriCorps: Leander Ruhl

PLANNER: Rebecca Elder
PLANNER: Danelle Birong
ENERGY PLANNER: Jolyon Larson

OFFICE PHONE: 802-388-3141

Updated 1/6/2025

Addison County Regional Planning Commission
14 Seminary Street Middlebury, VT 05753 • www.acrpc.org • Phone: 802.388.3141

Meeting Minutes
Addison County Regional Planning Commission
Wednesday, February 12, 2025

ACRPC held its February meeting at its office at 14 Seminary St. Middlebury and via ZOOM with the Secretary, Shannon Haggett of Vergennes, presiding.

ROLL CALL:

Addison:		*Orwell:*	
Bridport:	Ed Payne Andrew Manning	*Panton:*	James Dayton
Bristol:		*Ripton*:	Jeremy Grip
Cornwall:	Stan Grzyb Anna Burns	*Salisbury:*	
		Shoreham:	Nick Causton
Ferrisburgh:	Tim Davis Steve Huffaker	*Starksboro:*	Tom Perry Rich Warren
Goshen:			
Leicester:	Diane Benware	*Vergennes*:	Shannon Haggett Cheryl Brinkman
Lincoln:	Steve Revell	*Waltham:*	
Middlebury:	Hugh McLaughlin	*Weybridge*:	Gioia Kuss
Monkton:	Stephen Pilcher	*Whiting*:	Jennifer Erwin
New Haven:	Harvey Smith		

CITIZEN INTEREST REPRESENTATIVES:

Otter Creek Audubon Society:	Ron Payne
Otter Creek Natural Resources:	
Addison County Farm Bureau:	
Addison County Economic Development Corp:	Fred Kenney
Addison County Chamber of Commerce:	
HOPE:	Jeanne 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
Planners:Rebecca Elder Danelle Birong Jolyon Larso
Eco-AmeriCorps member: Leander Ruhl

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

7:00 p.m. Business Meeting: Shannon Haggett, the Secretary 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 January 2025 meeting minutes: Cheryl Brinkman moved approval of the minutes. Stephen Pilcher seconded the motion. The minutes passed by a voice vote/show of hands. Steve Revell abstained.**

II. **Executive Board Minutes**: Shannon noted that the most recent Executive Board meeting minutes were included in the package. He invited anyone with questions about the meeting to raise them. Hearing no questions, Shannon moved to the next agenda item.

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 November, 2024. The Statement shows a negative fund balance for the year of about $15,000. Adam believes the negative balance is largely a timing issue. He notes that ACRPC bills a lot of bigger programs quarterly. He believes we will show a positive cash flow again on the December financials after that quarter's billings have been tallied. **Stephen Pilcher moved to accept the Treasurer's Report as presented. Steve Revell 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: Steve Revell noted that the Act 250 Committee did not meet last month. Adam added that he expected to attend the Status Conference that the Public Utilities Commission had scheduled later in the month to start the latest round of hearings on the Addison Vermont Gas Line. Adam noted that he expects to enter a Notice of Appearance and a Motion to Intervene on the Commission's behalf as the Commission decided earlier this fall.

Energy Committee: Cheryl noted that the Committee met and continued its review of the draft Regional Energy Plan.

Local Government: The Local Government Committee met in Orwell on January 15th and will present its recommendation from that hearing later in the agenda.

Natural Resources: No Meeting. Jeanne Montross noted that the committee had not met in some time and that she wanted to see it meet soon. Adam noted that he expected that it would start work on the natural resources portion of the Regional plan this spring.

TAC: Hugh McLaughlin noted the TAC met in January. It received a presentation from Otis Munroe of VTrans on its Transportation Resiliency tool.

Housing: Tim Davis noted that the Housing Committee had met just before this meeting. It continued its discussion regarding Act 181 and the Future Land Use maps and approved the presentation that ACRPC will present to its communities on February 20th at 6:00 p.m.

Economic Development Committee: Gioia Kuss reported that the committee met as the Brownfields committee and approved three area wide planning studies in the areas that ACRPC is studying as a part of the Transportation Oriented Development housing study. The goal is to complement the planning goals of the housing study.

V. Joint Partners Report: Fred Kenney chose not to highlight any new work. He announced his retirement and introduced his successor, Alex Armani-Munn. Alex introduced himself to the Commission. Adam announced that ACRPC's chair, Joe Andriano, had sent word that he and his wife had recently had a baby girl. Her name is Bridget and she weighed a little over 8 pounds at birth. Adam congratulated Joe and his family on behalf of the Commission. Adam also invited ACRPC's newest planner, Rebecca Elder, to say a few words about herself. Rebecca introduced herself to the Commission.

VI. Old Business:

Maple Broadband Update: Steve Huffaker reported that Maple Broadband has largely completed 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 over 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. Given the recent actions of the federal government, Steve noted that Maple Broadband is concerned about the viability of the BEAD grant moving forward, so it is also focusing its efforts on creating a plan B for itself if BEAD is not able to move forward.

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 for the Otter Creek Basin, which Arabella Holzapfel chairs, just met and approved

two new forestry projects. We still have plenty of funding and continue to look for projects.

Bylaws Update: Adam announced that he, Joe Andriano and Ross Conrad 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 practices. Adam brought the proposed Bylaws to the Commission and walked it through the changes proposed. The Commission raised questions about and requested that the Executive Board resolve very minor remaining issues in Sections 701 and 802 of the Bylaws. **Adam and the Executive Board will address that Commission's concerns and bring the bylaws back to the Full Commission for a vote at its March meeting.**

Other: None.

VII. New Business:

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

Recruiting Members for the Nominating Committee**:** Shannon noted that the Executive Board will propose the slate of candidates for the Nominating Committee at its next meeting at the end of February. Any Commissioners desiring to be on the Nominating Committee should notify Adam or any member of the Executive Board of their desire to be considered. The Executive Board will present its slate for the Nominating Committee at the March full Commission meeting.

Other: None.

VIII. Member's Concerns/Chair Comments: Ed Payne asked whether ACRPC could use its Clean Water Service Provider (CWSP) funds to help the Addison County Field Days organization secure a 3-acre stormwater permit for its facility in New Haven. Adam replied

that unfortunately, it could not. The CWSP funding is for projects that are not required by a permit. Since Field Days is subject to the 3-acre Stormwater Permit requirements, it is not eligible for CWSP funding.

IX. Adjournment: There being no further business, **Tim Davis moved to adjourn, Jeremy Grip seconded the motion and Shannon adjourned the Commission by unanimous consent at 7:57 p.m.**

Respectfully submitted,

Adam Lougee, Director

ADDISON COUNTY REGIONAL PLANNING COMMISSION
EXECUTIVE BOARD MEETING
February, 26 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	
	Arabella Holzapfel
Orwell	
Panton	Jamie Dayton
Ripton	Jeremy Grip
Vergennes	Shannon Haggett
	Cheryl Brinkman

STAFF: Adam Lougee, Director

Arabella opened the meeting at 6:30 p.m. and welcomed the Executive Board.

MINUTES

Shannon Haggett moved to approve the January 22, 2025 minutes. Cheryl Brinkman 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 December 2024. The Statement of Financial Activities showed positive income for the quarter, which Adam believes to be accurate, but also included a couple of items that did not make sense financially. Adam explained what he thought the problems were and asked to be able to speak with April to work them out to create a fully accurate financial picture for the board. In the meantime, Adam noted that our financial position remained strong, with considerable equity and cash in the bank. **Shannon Haggett moved that Adam work with April to amend the financials as discussed and send them out to the Executive Board as soon as he is confident that they accurately represent ACRPC's current financial position.**

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 Vermont Rail Plan. They also approved using some Bike Ped funding to conduct a planning study in Orwell and if more money remained in Vergennes.

Shannon also reminded the Executive Board that the consultants for the Vergennes Planning and Environmental Linkage Study will present their final report at a meeting at the American Legion in Vergennes on April 2, 2025 at 6:00 p.m.

No other committees have met since the February Full Commission meeting.
However, Adam noted that he had attended the Scheduling Conference for the Vermont Gas pipeline Certificate of Public Good application and would be filing a Notice of Appearance and a Motion to Intervene on behalf of the Commission as directed earlier this fall.

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 and Full Commission. The Commission asked for some additional minor changes. Adam brought the proposed minor changes to the Executive Board. **The Board approved the minor changes and asked Adam to put the Bylaws adoption with the changes on the Full Commission agenda for next month.**

Act 181 Future Land Use Changes Outreach Plan: Adam outlined his general plan for outreach to the region for rewriting the future land use section and maps of the regional plan. He noted we had already held our large regional public meeting. The next phase will be meetings with individual communities this spring, resulting in a draft regional plan section and map by the summer. We will then vet that regional plan with the goal of submitting it to the Land Use Board for its review and approval in the fall or winter of 2025 and full approval and adoption by the full commission prior to June 30, 2026.

Staffing: Adam reported that the Commission's three new hires are doing well and coming up to speed quickly. He outlined how he had split tasks between the three new employees. Danelle is focusing on water quality, health equity and housing (Act 181); Rebecca is focusing on administration (website and cyber security), housing (Act 181) some project administration and coordinating the regional plan; Jolyon is focusing on all aspects of energy planning including MERP and rewriting the energy section of the regional plan.

Other: None.

NEW BUSINESS

Proposal for Slate of the Nominating Committee**:** At our February Full Commission meeting we asked 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 agreed to serve on the Nominating Committee for their successors.
Jeremy Grip moved that the Executive Board propose a slate for the Nominating Committee consisting of himself, Jamie Dayton and a member to be nominated from the

floor. Jamie Dayton seconded his motion, which the Board passed unanimously.

Annual Meeting Planning: Adam noted that he had spoken with the Town Hall Theater as a location for our annual meeting. He still needs to secure a caterer and a speaker for the event. The Executive Board gave Adam several suggestions which he shall pursue.

Other: **None.**

MEMBERS CONCERNS/INFORMATION

Jamie Dayton noted that he had met with Danelle Birong to begin crafting Panton's application for a municipal planning grant and that she was very helpful.

Shannon thanked Cheryl for her service on the Vergennes City Council, noting she was stepping down on Town Meeting Day.

Arabella noted she had recently taken an Amtrak train all the way from Colorado to her home station in Vergennes.

EXECUTIVE SESSION
Not needed.

ADJOURNMENT

Arabella ordered the Executive Board adjourned by unanimous consent at 7:24 p.m.

Respectfully submitted,

Adam Lougee

Accrual Basis

Addison County Regional Planning Commission
Statement of Financial Activities
July 2024 through January 2025

Ordinary Income/Expense	
Income	
30001 · Revenue	
30002 · Chargepoint	1,464.88
30003 · Staff Labor & OH	210,387.84
30006 · Fixed Fee Revenue	
30006-1 · Fixed Fee Revenue - DHCD	334,234.71
30006-2 · Fixed Fee - Non DHCD	18,795.00
Total 30006 · Fixed Fee Revenue	353,029.71
30007 · Interest Income	1,139.52
30008 · Reimbursed Expenses	5,389.68
Total 30001 · Revenue	571,411.63
30009 · Match Income	307.82
30085 · Subcontract Income	415,458.61
47230 · Municipal Dues	28,807.63
Total Income	1,015,985.69
Gross Profit	1,015,985.69
Expense	
30050 · ACRPC - Small Grants	16,907.50
30100 · Misc. Reimbursable Expenses	6,104.40
30110 · Subcontractor Expense	354,426.24
40000 · Wage Expense	317,888.91
40001 · Vacation Wage Adjustment	1,659.72
40090 · Americorp Host	4,925.00
40100 · Accounting	8,408.24
40109 · Advertising	2,773.00
40130 · Copy Machine	3,007.78
40140 · DUES	4,500.00
40180 · Staff Insurances	53,344.91
40240 · Business Insurance	3,316.58
40250 · Janitorial	1,050.00
40290 · Misc. Expense	2,202.59
40380 · Rent Expense	27,321.00
40390 · Trash Removal	31.00
40430 · Retirement	21,396.58
40450 · Office Supplies Expense	2,659.90
40460 · Payroll Taxes - Expense	25,548.30
40500 · Telephone/Internet	4,933.90
40510 · Training/Travel/Conference	916.63
50002 · Computer Hardware	4,820.15
60030 · Software Subscriptions	10,066.28
60031 · Web Service	222.26
60040 · Website Maintenance	2,625.00
Total Expense	881,055.87
Net Ordinary Income	134,929.82
Net Income	**134,929.82**

Explanatory notes:
Under revenue, subcontract income is $415,458.61
Under expenses, subcontractor expense is $354,426.24
The difference of $61,032.37 should be factored into the net income as a negative amount, adjusting net income closer to $73,897.45.
This variance exists because we have currently invoiced a higher amount for subcontractor work than we have paid out.
This will balance out in the next quarter as payments are received and subcontractors are paid within the allotted time

Accrual Basis

Addison County Regional Planning Commission
Statement of Financial Position
As of January 31, 2025

	Jan 31, 25
ASSETS	
Current Assets	
Checking/Savings	
10300 · NOW Checking - NBM - 2810	297,162.04
10325 · Payroll Checking - NBM-2771	3,821.34
10350 · MMK - NBM - 4703	1.00
10352 · SWEEP Acct (Intrfi Acct 5586)	378,705.73
10400 · Vanguard - MMA	125,173.42
10455 · T. Bills (TreasuryDirect.gov)	0.00
1072 · Bill.com Money Out Clearing	646.98
Total Checking/Savings	805,510.51
Accounts Receivable	389,391.70
Other Current Assets	
12002 · Prepaid Rent	3,903.00
12003 · Prepaid Business Insurance	4,606.77
12120 · Other Prepaid Expenses	9,594.86
Total Other Current Assets	18,104.63
Total Current Assets	1,213,006.84
Fixed Assets	17,304.01
TOTAL ASSETS	**1,230,310.85**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	732.68
Other Current Liabilities	
22000 · Accrued Vacation Wages Payable	77,645.10
22010 · Accrued Wages Payable	9,487.29
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	15,540.29
25056 · DHCD	79,188.42
Total 25050 · Unearned Revenue	576,986.90
Total Other Current Liabilities	664,119.29
Total Current Liabilities	664,851.97
Total Liabilities	664,851.97
Equity	
28010 · Unrestricted Fund Balance	424,930.18
28020 · Fund Balance Equipment	5,598.88
Net Income	134,929.82
Total Equity	565,458.88
TOTAL LIABILITIES & EQUITY	**1,230,310.85**

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.
b. develop a regional database that is compatible with, useful to, and shared with the State of Vermont's geographic information system.
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. Consider the potential environmental benefits and environmental burdens, as defined in 3 V. S.A. §602,of the proposed plan.
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 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.
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. 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.

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.
20. 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 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.~~ 1 V.S.A. 310-314, Vermont's Open Meeting Law.

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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 sent via mail or email by the Executive Director or Secretary to voting members and alternates and posted to ACRPC's website at least one week in advance.

SECTION 706. Minutes

The Secretary shall be responsible for the minutes of all Commission meetings, which shall be posted to ACRPC's website according to requirements of Vermont's Open Meeting Law.

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 staffPromptly deposits funds in such depositories as may be designated by the Commission;
3. Ensuring staff keeps 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. Working with staff to ensure that the Commission carries insurances as necessary to protect Itself, its board members and its staff from reasonably anticipated hazards and risks.
7. Perform such duties as are assigned by these bylaws and as are customary to the office.

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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.

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. 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 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 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 shall be submitted to the Executive Board by August 1 of each year. The Executive Board shall make its appointments at the September Full Commission meeting 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. 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.