



# **OTTER CREEK BASIN WATER QUALITY COUNCIL BYLAWS**

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## **ARTICLE I: LEGAL BASIS**

The Otter Creek Basin Water Quality Council (“the Council”) is established pursuant to and in conformance with Title 10, Section 924(g) of the Vermont Statutes Annotated hereinafter referred to as the (“Act”). The purpose of the Council is to establish policy and make decisions for the Otter Creek Clean Water Service Provider (CWSP) regarding the most significant water quality impairments that exist in the Otter Creek, Little Otter Creek, and Lewis Creek basins and to prioritize the clean water projects that will address those impairments based on the Basin 3 Tactical Basin Plan. The Council shall participate in the basin planning process established in 10 V.S.A Sec. 1253(d) pursuant to the powers and duties outlined below in Article III.

## **ARTICLE II: NAME**

The name of this Basin Water Quality Council shall be the Otter Creek Basin Water Quality Council, hereinafter referred to as the “Council”.

## **ARTICLE III: POWERS AND DUTIES OF THE COUNCIL**

1. As provided in 10 V.S.A. §924(g)(1), the Council shall:
2. Establish policy and make decisions for the Otter Creek Clean Water Service Provider (CWSP) regarding the most significant water quality impairments that exist in the Otter Creek, Little Otter Creek, and Lewis Creek basins;
3. Prioritize the clean water projects that will address those impairments based on the Basin 3 Tactical Basin Plan.
4. Participate in the basin planning process established in 10 V.S.A Sec. 1253(d); and
5. Perform such other acts or functions as it and the Clean Water Service Provider, with the consent of the Agency of Natural Resources, may deem necessary or appropriate to fulfill the duties and obligations imposed by, and the intent and purposes of the Act.

## **ARTICLE IV: MEMBERSHIP**

### ***SECTION 401. Authorized Entities Eligible to Appoint Delegates.***

The membership of the Council shall consist of nine (9) representatives of statutorily “Authorized Entities” including:

- two persons representing natural resource conservation districts in that basin, selected by the applicable natural resource conservation districts;
- two persons representing regional planning commissions in that basin, selected by the applicable regional planning commission;
- two persons representing local watershed protection organizations operating in that basin, selected by the applicable watershed protection organizations;
- one representative from an applicable local or statewide land conservation organization selected by the conservation organization in consultation with the clean water service provider; and
- two persons representing municipalities within the basin, selected by the clean water service provider in consultation with municipalities in the basin.

Additional BWQC membership is only allowed if unanimously approved by the BWQC and approved by the Secretary of the Vermont Agency of Natural Resources.

### ***SECTION 402. Delegates Representing Authorized Entities***

1. Delegates constitute the representatives appointed by the Authorized Entities listed in Section 401

prescribed to appoint representatives in the Act. The Authorized Entities shall appoint or re-affirm the appointment of its delegate(s) to the Council and shall notify the Council in writing by June 30 of each year, or immediately if there is a change during the year. Delegates shall have voting privileges and shall be eligible to serve as officers on the Council and to serve on or chair any committee as applicable.

2. Council delegates shall attend all Council meetings, unless good cause prevents attendance. Failure to attend one-half or more of the scheduled meetings per year without good cause shall constitute grounds for replacement of the member.
3. Council delegates shall be entitled to reasonable compensation for participation on the Council in accordance with the Secretary's guidance and applicable grant agreements.

### ***SECTION 403. Alternates***

Authorized Entities may appoint alternates to represent them in the absence of their regular delegate pursuant to the following conditions:

1. An Authorized Entity that appoints a delegate may annually appoint an alternate to serve in the absence of its delegate(s). At Council meetings, the alternate shall have voting privileges only when serving in place of an appointed voting delegate.
2. Alternates shall not be eligible to serve as officers.
3. Alternates may serve on any committee. Since all committee votes, apart from the Finance Committee, are advisory only and in order to encourage participation on committees, alternates may participate and vote on committees, apart from the Finance Committee, in addition to or in the absence of a delegate.

### ***SECTION 404. Appointment and Resignation***

All appointments of delegates or alternates shall be made by the Authorized Entities in writing to the Council. All resignations of the delegate or alternate representing the Authorized Entities shall be submitted to the Council in writing.

## **ARTICLE V: COUNCIL VOTING DELEGATES**

### ***SECTION 501. Composition***

The voting representatives of the Council shall be composed of its delegates, or alternates representing absent delegates.

### ***SECTION 502. Powers and Duties***

The voting delegates of the Council 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 Council shall have the power to:

1. Exercise the authority of the Council as expressed in Article 3;
2. Oversee the operation of the Council;
3. Prescribe such operating procedures, in addition to those set forth herein, as are necessary to guide the Clean Water Service Provider or its appropriate staff in the performance of their duties as they relate to the Council.

### ***SECTION 503. Voting Procedures on Projects***

The Council shall determine which, if any, projects brought before it by the Clean Water Service Provider shall be implemented by the Clean Water Service Provider.

1. Upon determining that an application is complete, the Clean Water Service Provider shall score the project according to a matrix established by the BWQC, and share those scores with the

BWQC in advance of a scheduled meeting. The Council shall review each project presented individually on its own merits. Individual BWQC members will communicate concerns and requests for additional information in advance of the BWQC meeting

2. At the meeting, the BWQC will discuss the appropriateness of the project scores, the ripeness of the projects being considered, and a threshold score for project funding. BWQC members will vote to approve all projects above the threshold established at the meeting.
3. Decisions shall be binding by a vote of the majority of the BWQC members, regardless of the number of members present for the vote;
4. Each BWQC member shall have one vote.
5. Proxy voting shall not be permitted.

## **ARTICLE VI: MEETINGS**

### ***SECTION 601. Conduct of Meetings***

All meetings of the Council constitute public meetings and shall be warned, conducted and recorded to promote public participation, transparency and accountability in accordance with the open meeting law, Vermont's statutes governing public meetings (1 V.S.A. §311-314).

### ***SECTION 602. Regular Meetings***

The regular meetings of the Council shall be held a minimum of quarterly (four times a year).

### ***SECTION 603. Annual Meeting***

The regular meeting in the second quarter of the calendar year 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 604. Special Meeting***

Special meetings may be called by the Chair on their own initiative. The Chair shall call a special meeting upon written request of three voting delegates of the Council.

### ***SECTION 605. Notice of Meeting***

Notice of regular or special meetings of the Council shall be mailed by the Chair or the designated Clean Water Service Provider Staff to voting members and alternates at least one week in advance.

### ***SECTION 606. Minutes***

The Clean Water Service Provider staff to the Council shall be responsible for the minutes of all Council meetings.

### ***SECTION 607. Quorum***

A majority of the voting delegates, or if the delegate is not present their appointed alternate, of the Council shall be represented in order for the Council to reach the quorum requirements necessary for it to act.

## **ARTICLE VII: OFFICERS**

### ***SECTION 701. Composition***

The officers of the Council shall be a Chair and Vice Chair.

## **SECTION 702. Powers and Duties of Officers**

Chair. The Chair of the Council shall:

1. Be the chief executive officer; and shall represent the Council on other organizations or appoint a designated representative;
2. Call and preside at meetings of the Council;
3. Appoint the Chair and membership of all committees except the nominating committee;
4. Serve as an ex-officio member of all committees except the nominating committee;
5. Perform such other duties as are assigned by these bylaws and as are customary to the office.

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

## **SECTION 703. Eligibility**

A candidate for any office must be a delegate representing an Authorized Entity.

# **ARTICLE VIII: NOMINATIONS, ELECTIONS AND TERMS**

## **SECTION 801. Nominations**

At the first quarter Council meeting, the Chair shall request Nominations for officers for a vote at the second quarter meeting. Nominations may also be made from the floor at the second quarter meeting, with the consent of the nominee, at which elections take place.

## **SECTION 802. Elections**

Council officers shall be elected by voice vote at the meeting held in the second quarter of the calendar year 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 803. Term**

The terms of office of the Chair and Vice Chair shall begin upon their election and shall end June 30, but both officers shall hold office until their successors have been elected and installed. Both officers shall be elected for a term of one year, but may not serve five consecutive terms in the same office.

## **SECTION 804. Vacancies**

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

# **ARTICLE IX: COMMITTEES**

## **SECTION 901. Composition**

1. Upon assuming office each year, the Chair shall appoint the chairperson and membership of any sub-committees as the Council deems necessary to fulfill its responsibilities.
2. Committee chairs must be delegates. Any person shall be eligible to serve on a committee. Voting on committees shall be limited to duly appointed delegates and alternates.
3. The Chair 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 Chair shall review the requests and make appointments such that balanced representation occurs within each committee.

4. No committee shall consist of fewer than three members.
5. Vacancies on committees shall be filled using the same procedures regarding appointment to the Committee as noted above.

### ***SECTION 902. Powers and Duties***

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

### ***SECTION 903. Standing Committee Meetings***

Quorums for committee meetings shall consist of a simple majority of committee members.

## **ARTICLE X: CONFLICTS OF INTEREST**

### ***Section 1001. Purpose***

The purpose of this policy is to ensure that this Council conducts its business in the best interests of the Otter Creek Basin and preserves the public trust of the Basin. No delegate of the Council may participate so as to gain a financial advantage from his or her work for the Council. It is also the intent of this policy to ensure that all decisions made by Council delegates must be based on the best interest of the Council and/or the Basin. Within this context, these bylaws recognize that Act 76 designated representatives of organizations with an interest in clean water to serve on the Basin Water Quality Council. Members of the Council may not vote on any project scores for projects which organizations that they are affiliated with have a financial interest in. However, they may vote on project scores for other water quality projects brought before the Council.

### ***Section 1002. Definitions***

For the purposes of this policy, the following definitions shall apply:

1. “A direct or indirect financial interest of a delegate” means the financial interest of the delegate, his or her spouse, household member, child, stepchild, parent, grandparent, grandchild, sibling, aunt or uncle, in law, close business associate, employer or employee, in the outcome of a project, proceeding, application or any other matter pending before the Council.
2. “Appearance of conflicts” means conduct which may be construed to constitute a conflict. In order to preserve the public trust, all Councilors are encouraged to disclose relationships or interests that may appear to be conflicts in order to allow the Council to make a timely decision concerning whether an actual conflict exists.
3. “Public interest” means an interest of the Otter Creek Basin as a whole, conferred generally upon all residents of the Basin.

### ***Section 1003. Disclosure***

A delegate who has reason to believe that he or she has or may have an appearance of a conflict of interest but believes that he or she is able to act fairly, objectively and in the public interest in spite of the appearance of a conflict of interest shall, prior to participating in any official action on the matter disclose to the Council at a public hearing the matter under consideration, the nature of the potential conflict of interest and why he or she believes that he or she is able to act in the matter fairly, objectively and in the public interest. The Council shall determine whether an actual conflict of interest exists by majority vote. In the event a delegate is uncertain whether he or she or any other delegate has a conflict of interest in any

matter, he or she may notify the Chair, prior to action taken by the Council, and request the Council to determine whether a conflict of interest exists as to another delegate or him/herself. The Council shall resolve the question by a majority vote. If the Council concludes that a delegate has a conflict the Council shall exclude that delegate from participation, voting or taking action on the subject matter in his/her capacity as a Council member. He or she shall retain all rights as a citizen and may participate as a member of the general public.

### ***Section 1004. Disqualification***

1. A delegate shall not participate in any official action if he or she has a conflict of interest in the matter under consideration.
2. A delegate shall not personally, or through any member of his or her household, business associate, employer or employee, represent, appear for, or negotiate in a private capacity on behalf of any person or organization in a cause, proceeding, application or other matter pending before the Council in which the delegate holds office or is employed.
3. Council members or employees shall not accept gifts or other offerings for personal gain by virtue of their public office.

### ***Section 1005. Recusal***

A delegate shall recuse him or herself from any matter in which he or she has a conflict of interest, pursuant to the following:

1. Any delegate may request that a member recuse him or herself due to a conflict of interest. Such a request shall not constitute a requirement that the member recuse him or herself; If the member refuses to recuse him or herself and the issue of conflict remains, the Full Council shall make the decision regarding whether an actual conflict exists using the process outlined in Section 1003 above.
2. A delegate who has recused him or herself from a proceeding shall not sit with the Council, deliberate with the Council, or participate as a delegate while that proceeding is pending;

He or she shall retain all rights as a private citizen and may participate as a member of the general public.

## **ARTICLE XI: STAFF/CLEAN WATER SERVICE PROVIDER**

### ***SECTION 1101. Composition***

The Council shall be staffed by employees of ACRPC in its capacity as the Clean Water Service Provider for the Otter Creek Basin as necessary and appropriate to support Council meetings and implement the work projects approved by the Council voting delegates.

### ***SECTION 1102. Clean Water Service Provider: Powers and Duties***

The Clean Water Service Provider shall:

1. Exercise the powers and duties assigned by the Council as necessary to support and facilitate Council meetings;
2. Direct a Clean Water Service Program implementing projects approved by the Basin Water Quality Council;
3. Sign contracts and perform such other management acts as necessary and appropriate to direct a Clean Water Service Program implementing projects approved by the Council.
4. Provide appropriate insurance covering the activities of itself, the Council, and council members conduct.

### ***SECTION 1103. Equal Opportunity Employer***

No person having business with the Council 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 Clean Water Service Provider and the Chair shall take affirmative steps to ensure this policy is followed.

## **ARTICLE XII: SUPPLEMENTARY PROVISIONS**

### ***SECTION 1201. Parliamentary Authority***

The rules contained in the current edition of Robert's Rules of Order shall govern the Council 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 Council may adopt.

### ***SECTION 1202. Amendment of Bylaws***

These Bylaws may be amended at any regular meeting of the Council 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 1203. Separability***

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

### ***SECTION 1204. Dissolution***

In the event of dissolution of the Council, all assets, debts and obligations of the Council shall be transferred to an appropriately authorized entity in accordance with the Secretary of the Agency of Natural Resources' guidance and applicable grant agreements. Any assets and property directly obtained with Agency of Natural Resources funds shall be returned to the Agency as determined by law.