LAMOILLE COUNTY PLANNING COMMISSION

BYLAWS

Adopted: September 23, 1981
Amended: February 9, 1988
December 13, 1988
May 14, 1991
April 12, 1994
May 10, 2005
May 8, 2007
April 22, 2008
April 27, 2010
September 24, 2019
March 26, 2020

Article I. Name

The name of this organization shall be the Lamoille County Planning Commission. The organization shall hereafter be referred to as LCPC. Each city, town or incorporated village within Lamoille County that is a municipality under 24 V.S.A. Chapter 117 is a municipal member of LCPC.

Article II. Organization and Authority

The LCPC is organized pursuant to 24 V.S.A. Chapter 117 and shall have all the powers and duties conferred by law upon regional planning commissions.

Article III. Purpose and Function

A. Regional Plans
The LCPC shall prepare and maintain regional plans related to the development of Lamoille County; it shall work towards the implementation of such plans; and it shall promote the coordination of the planning and development efforts of member municipalities. The LCPC’s plans shall take into account the present and future needs of the county, efficient and wise use of its resources, and the economic, social and environmental impact of existing and proposed patterns of regional development and land use.

B. Community Assistance
The LCPC shall coordinate and assist in efforts of community development and planning activities to promote the health, safety and general welfare of Lamoille County. LCPC shall coordinate and assist efforts to develop, promote, and protect the recreational, agricultural, industrial, and natural resources of the county and work for the betterment of social, economic development, and environmental conditions within the county in coordination with other local partners.
Article IV. Board of Directors

A Board of Directors shall govern the LCPC. These Directors shall be the Regional Planning Commissioners for Lamoille County.

A. Composition, Voting

The Board of Directors shall be composed of the number of “Municipal Directors” determined in accordance with Article IV and five (5) “County Directors.” All Directors shall be eighteen (18) years of age or older and all County Directors shall be residents of Lamoille County, Vermont at the time of their appointment.

Each Director shall have one (1) vote. Approval and adoption of the Lamoille County Regional Plan as well as approval of municipal plans and the confirmation of a town's planning process shall be done by a majority vote of all active, municipal members (excluding county directors). All other business shall be conducted by a majority vote of all members present at a given meeting.

B. Municipal Directors

Each city, town or incorporated village within Lamoille County, which qualifies as a “municipality” under 24 V.S.A., Chapter 117, shall be represented on the LCPC Board of Directors.

1. The legislative body of each qualifying municipality shall appoint one Municipal Director for municipalities with populations between 1-2,500 and two Municipal Directors for municipalities with populations over 2,500 according to the U. S. Census. Qualifying incorporated village populations will be deducted from the total town population for the purpose of calculating voting representation.

2. All Directors shall serve a one (1), two (2), or three (3) year term at the discretion of the governing body of the appointing municipality, beginning on July 1st. Directors appointed to fill a vacancy shall serve until the following June 30.

3. No Municipal Director shall take office until their appointment has been certified, and a term defined, in writing, to the Executive Director of LCPC by the appointing legislative body.

4. It shall be the duty of each Municipal Director to communicate on the activities and actions of LCPC to the legislative body and planning commission of the municipality that they represent, and to act as a liaison between the municipality and LCPC.

5. Municipal Directors shall serve at the pleasure of the appointing legislative body which may, by majority vote of the entire body, revoke the appointment of their Municipal Director at any time.
C. County Directors
Candidates for the five (5) County Directors shall be nominated annually by a nominating committee of the Board of Directors, established in accordance with Article VI B(3) hereof, and following advertisement in the local media to solicit applications. The County Directors shall be elected annually by a majority of the LCPC Board present at the Annual Meeting, provided, however, that not more than two County Directors shall be from the same municipality. Voting by teleconference or any other electronic means that is in compliance with open meeting laws, will be available for members unable to attend in person. In the event of a vacancy of one or more County Directors, a successor shall be elected by the Board of Directors for the remainder of the unexpired term. County Directors shall represent Lamoille County at-large.

D. Conflict of Interest

1. Definition
"Conflict of interest" means a pecuniary interest of a Director or LCPC staff member, or such an interest, known to the Director or staff member, of his or her immediate family or household or of a business associate, in the outcome of any particular matter pending before LCPC. A “conflict of interest” does not arise where the interest is no greater than that of other persons generally affected by the outcome of the matter.

2. Code of Conduct
The staff and Directors have an affirmative obligation to conduct the affairs of their office in such a manner as to instill public trust and confidence. Thus, the staff and Directors shall take all reasonable steps in the conduct of their duties on behalf of LCPC to avoid any action or circumstance, whether or not specifically prohibited by this code, which might result in or create the appearance of:
   a) undermining their independence or impartiality of action;
   b) taking official action on the basis of unfair considerations, unrelated to the merits of the matter;
   c) giving preferential treatment to any private interest on the basis of unfair considerations, unrelated to the merits of the matter;
   d) using public office for the advancement of personal interest;
   e) using public office to secure special privileges or exemptions; or
   f) affecting adversely the confidence of the public in the integrity of regional affairs.

The staff and Directors shall not take any official action in any particular matter in which they have a conflict of interest or in which there is an appearance of a conflict of interest that will undermine public confidence.

The staff and Directors shall not take any office action that advances the interests of a private entity with which they have a significant financial relationship or are actively seeking employment.
3. Resolving Conflicting Interests
Conflict of interest issues shall be resolved in accordance with applicable state law and the provisions of LCPC Personnel Policies and Operating Procedures and as that policy may be subsequently amended.

4. The LCPC Board of Directors or staff shall not use any local, state or federal funds for political partisan activities in the course of LCPC associated business activities.

5. LCPC Board of Directors members shall sign a conflict of interest form annually.

**Article V. Funding**

A. **Annual Appropriation**
Annually, each town, at the annual Town Meeting, shall be requested to appropriate and provide funds to the LCPC in an amount determined by the Board of Directors, which shall be each municipality’s annual appropriation.

B. **Failure to Pay Appropriation**
Towns not appropriating funds in an amount equal to their annual appropriation shall not be entitled to services of LCPC afforded to those municipal members which have appropriated such funds. Services to member municipalities not paying the annual appropriation shall be provided on the basis of a rate schedule approved by the Board of Directors. Nonpayment of the annual appropriation does not otherwise affect membership status. Unless directed otherwise by the Board, prioritizing and scheduling the delivery of services to municipalities that have not paid their annual appropriation in full shall be at the discretion of the Executive Director.

C. **Gifts**
Gifts consistent with the purpose and function of the LCPC may be accepted upon approval by the Executive Committee or the Board of Directors.

D. **Fiscal and Operational Year**
The fiscal and operational year of the LCPC, including all activities, the reporting period, and the terms of office of members and officers, shall be from July 1 to June 30, except that officers shall continue to serve until their successors are duly elected. The LCPC Annual Meeting shall be held in June on a date determined by the Board of Directors, at which meeting the County Directors shall be elected for the ensuing operational year.

E. **Line of Credit**
LCPC may 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 section shall not encumber the grand list or any property of a member municipality.
Article VI. Officers and Executive Committee

A. Election of Officers
The officers of the LCPC Board of Directors shall be the Chair, the Vice Chair, the Secretary, and the Treasurer. All such officers shall be elected from and by the LCPC Board of Directors annually at its first meeting after June 30. The vote of a majority of the Directors shall be sufficient to elect. Paper ballots shall be used for the election of any officer when requested by one (1) or more Directors. The Nominating Committee shall recommend a slate of officers to the Board of Directors. Candidates may also be nominated from the floor by Board members. Vacancies in any office shall be filled for the remainder of the term by a majority vote of the Board of Directors at the next meeting of the Board of Directors after the vacancy is announced.

B. Duties of the Chair
The Chair shall:
1. Call all meetings of the Board of Directors and the Executive Committee on his/her own initiative, or upon the written request of two (2) or more members of the Executive Committee, or upon written request of five (5) or more Directors.
2. Preside at all meetings of the Board of Directors and the Executive Committee.
3. Appoint the Chair and members of all committees, subject to the approval of the Board of Directors. Failure of the Board to object at the meeting at which such appointments are announced shall be deemed approval by the Board.
4. Appoint a Nominating/Awards Committee on an annual basis of no less than four members.
5. Sign contracts, proposals and requests for grants and funding approved by the Board as required by contractual agreements and in accordance with any policies approved by the Board, and other instruments required to be signed on LCPC’s behalf, in accordance with any policy that the LCPC Board of Directors may adopt.
6. Exercise the full rights and privileges of other Directors. However, the Chair shall not be able to make and second motions. In the event the Chair would like to exercise the right to make and second motions, the Chair shall relinquish their position for the vote in accordance with Robert’s Rules of Order Newly Revised.
7. Perform such other duties as are normal and customary to the office or which may be assigned by the Board of Directors.

C. Duties of the Vice Chair
The Vice Chair shall:
1. Serve as Acting Chair in the absence, recusal, or incapacity of the Chair.
2. Preside at meetings of the Regional Plan Committee.
3. Perform such other duties as may be assigned by the Board of Directors.
D. **Duties of the Secretary**

The Secretary shall oversee a LCPC staff representative to:

1. Keep true and accurate records of all meetings of the Board of Directors and the Executive Board. Such records shall include exact notation of all motions proposed and the votes thereon.
2. Act as Treasurer in the absence or incapacity of the Treasurer.
3. Perform such other duties as are normal and customary to the office or which may be assigned by the Board of Directors.

E. **Duties of the Treasurer**

The Treasurer shall oversee a LCPC staff and/or representative to:

1. Oversee the receipt and expenditure of monies as authorized by the Board of Directors and oversee maintenance of all financial records of LCPC during each fiscal year.
2. Submit a quarterly and an annual report to the Board of Directors.
3. Maintain an individual account for each project or program undertaken by the LCPC.
4. Perform such other duties as are normal and customary to the office or which may be assigned by the Board of Directors.

F. **Executive Committee - Composition**

The Executive Committee shall consist of the officers of the Board of Directors and three (3) other Directors appointed by the Chair at the first meeting of the Board of Directors after June 30. The appointments to the Executive Committee by the Chair shall be deemed ratified unless the Board votes otherwise at the meeting when the appointments are made. Vacancies on the Executive Committee may be reappointed at any time if necessary.

G. **Executive Committee - Duties**

The Executive Committee shall:

1. Carry out all decisions and instructions of the Board of Directors.
2. Act on behalf of the Board of Directors when, in the Committee’s judgment, time precludes consideration of the Board of Directors. Any action taken by the Executive Committee on behalf of the Board shall be placed on the agenda of the next meeting of the Board of Directors. The Committee’s actions shall be deemed to be ratified unless the Board votes to reverse or modify the Committee’s actions.
3. Oversee all activities of the Executive Director and staff.
4. Review all new project and program proposals and refer them with a report thereon to the Board of Directors for action.
5. Recommend to the Board of Directors proposed positions to be taken by the LCPC.
6. Direct the Executive Director to regularly present a report on project and program performance to the Board of Directors.
7. Direct the Executive Director to present to the Board of Directors an annual report on the activities of the LCPC, the Committees and the staff during the previous
fiscal year.

8. Appoint *ad hoc*, temporary and sub-committees as necessary and dissolve such committees upon completion of their work.

H. Committees

Standing Committees of LCPC shall include the Executive Committee, the Regional Plan Committee, the Plan and Project Review Committee, and the Nominating Committee.

Executive Committee
See Section VI, Paragraphs F and G.

Regional Plan Committee
The Vice-Chair of the Board of Directors shall serve as the Chair of the Regional Plan Committee. The Committee shall elect a Vice Chair from among its members. The Committee will consist of no fewer than five (5) members of the Board of Directors. The Committee shall meet on a regular basis, but no fewer than four (4) times per year. The Committee shall be responsible for periodic review of the Regional Plan, and coordination of updates for the Regional Plan, as well as other duties as assigned by the Executive Committee. LCPC staff shall assist the Regional Plan Committee in all functions.

Plan and Project Review Committee
The Chair of the Board shall appoint a member of the Executive Committee to serve as the Chair of the Plan and Project Review Committee. The Committee shall elect a Vice Chair from among its members. The Committee will consist of no fewer than five (5) members of the Board of Directors. The Committee shall meet on a regular basis, but no fewer than four (4) times per year. The Committee shall be responsible for review and comment on Act 250 and Section 248 projects, per statute. The Committee shall also review and recommend Municipal Plans as well as the Plan Confirmation Process for approval to the Executive Committee, as well as participate in any other duties as assigned by the Executive Committee. LCPC staff shall assist the Plan and Project Review Committee in all functions.

Nominating Committee
The Chair shall appoint a Nominating Committee consisting of at least four (4) members. The Nominating Committee shall be responsible for presenting a slate of officers each year at first meeting of the LCPC Board after June 30 and shall solicit, review, and recommend award recipients for awards presented by the LCPC Board of Directors.

Article VII. Staff

A. General
The staff of the LCPC shall include an Executive Director and such other necessary administrative and technical staff as shall be determined by the Board. All personnel shall be hired in accordance with the LCPC Personnel Policies.
1. The staff, through the Executive Director, shall undertake such duties as the Board of Directors or Executive Committee may assign.

2. The Executive Director shall sign contracts, proposals and requests for grants and funding approved by the Board as required by contractual agreements and in accordance with any policies approved by the Board, and other instruments required to be signed on LCPC’s behalf, in accordance with any policy that the LCPC Board of Directors may adopt.

B. Policy of Nondiscrimination

It is the policy of the LCPC that no person seeking appointment to the Board of Directors, seeking employment, employed by or having business with the LCPC shall be discriminated against because of race, color, national origin, ancestry, gender, sex, gender identity, sexual orientation, pregnancy, age, disability, military or veteran status, HIV status, place of birth, religion, or any other class of individuals protected by law. The Board shall ensure that this policy is followed.

Article VIII. Meetings - Board of Directors and Standing and Ad Hoc Committees

A. Regular Meetings

1. There shall be at least six (6) regular meetings of the Board of Directors each year held on the fourth Tuesday of the month or as called by the Board of Directors. The meetings shall be held at a time and place determined by the Chair which best serves the convenience of the greatest number of Directors and member municipalities throughout the county.

2. Additional meetings may be called by the Chair or by a majority vote of the Board and shall be held within fifteen (15) days upon written request of five (5) or more Directors.

B. Annual Meeting

There shall be held in June of each year an Annual Meeting of the LCPC at a time and place determined by the Board.

C. Notice of Meetings

Seven (7) days notice of each meeting of the Board of Directors, including the agenda of business to be transacted at the meeting, shall be sent in conformance with Open Meeting Laws.

D. Minutes

Minutes of all meetings of the Board of Directors and of the Executive Committee shall be kept as public records in conformance with Open Meeting Laws.

E. Quorum, Votes Necessary to Take Action

The Executive Committee, Board of Directors, and all standing Committees shall require a quorum to meet and a majority of those present to take action. Voting shall be done in accordance with Open Meeting Laws.
F. **Conduct of Meetings**
   All Board and Committee meetings shall be conducted in accordance with *Robert’s Rules of Order Newly Revised*.

G. **Attendance Policy**
   Unless a Board member informs the Executive Director of good cause for non-attendance, they are expected not to miss three (3) consecutive meetings at any time or more than one-third (1/3) of the meetings in any twelve (12) month period. Failure to comply with this policy shall be cause for removal from the Board by the appointing legislative body in the case of Municipal Directors or by the Board in the case of County Directors. Any time this policy is violated, the Executive Director shall give notice in writing to the Director affected and the appointing authority.
   Board members are expected to inform the Executive Director or the Office Manager if they will be unable to attend a Board meeting.

**Article IX. Amendments of Bylaws**

These bylaws may be amended as follows:

A. **Proposed Amendments**
   A proposed amendment shall be placed on the agenda for any meeting of the Board of Directors upon vote by the Board or upon written request of five (5) Directors.

      Any proposed amendment shall be discussed at not less than one meeting of the Board of Directors prior to adoption and may be amended at any meeting at which the proposed amendment is on the agenda.

B. **Adoption of Amendments**
   Any proposed amendment may not be adopted at a meeting at which it is amended.

      The affirmative vote of one (1) more than one-half of appointed and elected Directors at an official meeting of the Board of Directors shall be sufficient to adopt an amendment, which shall immediately become effective, unless the vote or amendment provides otherwise.

**Article X. Dissolution**

In case of dissolution, none of the assets of the LCPC shall benefit any member or individual. Inasmuch as a substantial portion of the assets of the LCPC have been contributed to the LCPC from the municipalities in the county, the assets of the LCPC, in case of dissolution, shall be prorated back to each member municipality in a ratio proportionate to their total contribution.
History of Bylaws

Adopted Bylaws: September 23, 1981.

Amended February 9, 1988 and effective March 2, 1988; Article I amended to change the name from “Lamoille County Development Council, Inc.” to “Lamoille County Planning Commission, Incorporated” and change “LCDC” to “LCPC” throughout these Bylaws.

Amended December 13, 1988 and effective July 2, 1989: Completely rewrote Article V to accommodate villages and municipalities (as per Act 200) and changed LCPC membership to a system based on population. Also amended the Bylaws to change to words: “town,” “town’s,” “towns,” etc. to “municipality,” “municipal,” “municipality’s,” or “municipalities,” as grammatically appropriate, and deleted the words “25 member” from Article IV., Section C.

Amended May 14, 1991. Clarify municipal membership, insert new paragraph Article VI, Section B on services to nonmember municipalities, and other minor clarifications.


Amended May 11 2005. Revised Article V, Section A, to specify that County Directors shall be residents of Lamoille County; Revised Article VII, Section B, #4 to add appointment of the Nominating/Awards Committee to the duties of the Chair, Revised Article VII, Section B, #5, from $10,000 to $25,000; Revised Article VII, Section B, #6, to change Robert’s Rules to Robert’s Rules of Order Newly Revised; Article VII, Section C, #2, Vice Chair Duties; Article VII, Section G, #8, Executive Committee Duties; Article VIII, Section A, #2, from $10,000 to $25,000; Article IX, Section A, #1 changed “each” month to “the” month.

Amended April 22, 2008. Revised Article IV, Section A, #1 to specify the regular meetings of the LCPC Board of Directors take place on the fourth Tuesday of the month.

Amended April 27, 2010. Revised Article IX, Section E to disregard vacancies and establish minimum numbers of 9 and 4 respectively for Board and Executive Committee quorums.

Amended September 24, 2019. Revised Article I to remove the “Inc.”; Revised Article II to add “and duties”; Revised Article III, Section B to add “of community development and planning activities”, and to delete “through community development and planning activities.”, to add “development” after economic, to add “in coordination with other local partners” at the end of the section; Deleted Article IV in its entirety; Changed Article V to Article IV; Revised Article IV Section A by deleting from “All Directors shall serve a one (1) year term …,” to the end of the article and adding language to clarify voting rules; Revised Article IV Section B by adding
an item (2) clarifying terms for Directors and renumbering subsequent items; Revised item 3 by
adding “and a term defined”; Deleted final item; Revised Article IV, Section C to add
“annually”, replacing “membership” with “Board”, removing reference to absentee ballots and
replacing with electronic voting requirements, removing “up to the date of the Annual Meeting”,
adding “of” between “event” and “a” in the penultimate sentence; Adding an item 5 to Article
IV, Section D regarding conflict of interest and renumbering accordingly; Changed Article VI to
Article V; In Article V, Section A added “town, at the annual Town Meeting, and removed
“municipal member” from the 1st sentence; Revised Article V, Section B by replacing
“Municipalities” with “Towns” in the first sentence and “municipal members” with
“municipalities” in the final sentence; Revised Article V, Section C by removing the word
“Grants” and replacing it with “Gifts”; Changed Article VII to Article VI; Revised Article VI,
Section A to change “of” to “by”; Revised Section B, item 5 to reflect the duties of the chair in
signing contracts; Revised Article VI, Section C, item 2 to remove “and appoint a Committee
Vice Chair”; Revised Article VI, Section D to delete the wording allowing the Secretary to
appoint a LCPC staff representative; Revised Article VI, Section D, item 1 by adding the word
“shall” between “records” and “include”; Revised Article VI, Section E to delete wording
allowing the Treasurer to appoint a LCPC representative; Revised Article VI, Section E, item 2
to change “monthly” to “quarterly”; Revised Article VI, Section G, item 6 to clarify the reports
due to the Board from the Executive Director; Revised Article VI, Section G, item 7 to clarify
when, and for what period, the Executive Director should present an annual report to the Board
of Directors; Removed Article VI, Section G, item 9; Revised Article VI, Section H by adding
“and the Nominating Committee” to the first paragraph; by adding a paragraph on the Executive
Committee, Added the procedure for electing a Vice Chair of the Regional Plan Committee,
Clarified when the Regional Plan Committee should review the Regional Plan, Added the
procedure for electing a Vice Chair of the Plan and Project Review Committee, Deleted
reference to the 5 year work plan; Revised the Plan and Project Review Committee duties by
adding “Act 250 and Section 248 projects, per statute” in place of “projects of regional
significance, as defined in the LCPC Region Plan”, Added “as well as the Plan Confirmation
Process” to the duties of the Plan and Project Review Committee, Replaced the Executive
Committee with the Chair as the appointor of Nominating Committee members, Removed “at the
first meeting following the Annual Meeting” from the duties of the Nominating Committee;
Changed Article VIII to Article VII; Revised Article VII, Section A, item 2 to refine the duties
for the Executive Director related to signing contracts; Revised Article VII, Section B to reflect
current law and custom regarding nondiscrimination; Changed Article IX to Article VIII;
Revised the heading to remove “Executive” and add “Standing and Ad Hoc” Committees;
Revised Article VIII, Section C to remove wording regarding meeting notices and adding “in
conformance with Open Meeting Laws”: Revised Article VIII, Section D to remove wording
regarding minutes and adding “in conformance with Open Meeting Laws”; Revised Article VIII,
Section E by removing current wording and adding new wording regarding quorums; Revised
Article VIII, Section F to remove exception and adding “All Board and Committee” meetings;
Revised Article VIII, Section G to clarify attendance policy; Changed Article X to Article IX;
Revised Article IX, Section B to change votes necessary for adoption of amendments; Changed
Article XI to Article X; Updated History of Bylaws to reflect new revisions.
Amended March 26, 2020 Added Section E to Article V regarding Line of Credit.