



## **WINDHAM REGIONAL COMMISSION BYLAWS**

### **ARTICLE I. Name and Membership**

The name of this organization shall be the Windham Regional Commission (hereinafter called “the Commission”). The Windham Region, as the term is used in these Bylaws, consists of the Towns of Athens, Brattleboro, Brookline, Dover, Dummerston, Grafton, Guilford, Halifax, Jamaica, Londonderry, Marlboro, Newfane, Putney, Readsboro, Rockingham, Searsburg, Somerset, Stratton, Townshend, Vernon, Wardsboro, Westminster, Weston, Whitingham, Wilmington, Windham and Winhall. These twenty-seven towns constitute the membership of the Commission and are referred to in these Bylaws as member towns.

### **ARTICLE II. Organization and Authority**

The Commission is created by the voluntary association of its member towns pursuant to Title 24, Vermont Statutes Annotated Section 4341, with written approval of the Agency of Development and Community Affairs of the State of Vermont (now known as the Agency of Commerce and Community Development). Formed in 1965, it is the oldest of Vermont’s Regional Commissions.

### **ARTICLE III. Mission and Purpose**

- A. The Mission of the Windham Regional Commission is to assist towns with effective local governance and to work collaboratively with them to address regional issues.
- B. The Commission is organized to perform those functions authorized by 24 V.S.A. 4345 and 4345a, and other such functions, authorized by law and consistent with the broad purposes set forth in paragraphs B-E of this Article, which may be approved from time to time by the Commission.
- C. The Commission shall prepare and maintain a Regional Plan for the Windham Region as provided by 24 V.S.A. 4348; it shall work towards the implementation of such plan; and it shall promote the coordination of the planning and development efforts of member towns. The Commission’s plans shall take into account the present and future needs of the Region, efficient and wise use of its

resources and potential resources, and the economic, social and ecological impact of proposed patterns of regional development and land use.

- D. The Commission shall advise and assist member towns in their preparation, adoption and implementation of municipal plans pursuant to 24 V.S.A 4387. When requested by a member town and when in accord with the Commission's own work program, the Commission shall provide direct staffing for such individual or joint town planning projects, subject to resources available and the Commission's approved policies covering extent and payment for such services.
- E. The Commission shall coordinate and assist in efforts to promote the health, safety and general welfare of the people of Windham Region through development and planning activities affecting the areas of human resources and natural resources. These activities may include, but are not limited to, community and economic development, housing, transportation, natural resources, and human services, emergency planning, climate change resilience, and energy. In all efforts, the Commission shall foster the wise expenditure of public funds and resources necessary for the efficient and effective delivery of governmental and community services.
- F. In carrying out the above functions the Commission shall be guided by:
  - 1. The goals of member Towns as expressed by agencies of town government;
  - 2. The policy of addressing those needs that transcend town boundaries and the resources of individual Towns;
  - 3. The policy of extending and strengthening the capability of member towns through the Commission's staff resources;
  - 4. The policy of fostering cooperation between member towns and between towns and other public agencies as well as non-profit or private agencies and groups;
  - 5. The policy of involving citizens of the Windham Region in the planning processes, and
  - 6. The goals and policies set out in 24 V.S.A. 4302.
- G. 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.

#### ARTICLE IV. Commissioners

- A. Each member town in good standing shall be represented on the Commission by up to two Commissioners appointed by the legislative body of the town. A member town in good standing shall be one that has appropriated funds for its share of the Commission budget as determined by Article V of these Bylaws. No Commissioner may vote or otherwise formally serve as such until his or her appointment has been certified in writing to the Commission by the appointing legislative body. Member towns not in good standing shall not be entitled to Commissioner representation.
- B. Up to ten Citizen Interest Commissioners may be elected to one-year terms by a majority vote of the town Commissioners voting at the annual meeting or any other meeting noticed for such

purpose. Such Commissioners must have an identified Windham Region interest, or be connected with an organization which conducts programs of regional impact and be deemed appropriate to have representation on the Commission. Such Commissioners need not reside in the Windham Region. Citizen Interest Commissioners serve annual terms from October 1 to September 30<sup>th</sup>. Service of Citizen Interest Commissioners may be terminated by a majority vote of the Full Commission.

- C. Town Commissioners shall serve annual terms from April 1 to March 31 or until a successor has been duly certified by the legislative body of the member town, provided such town has appropriated funds for its share of the commission's budget as determined by Article V hereof.
- D. Commissioners are expected to actively participate in the Commission per the Commissioner Handbook.

#### ARTICLE V. Funding

- A. To maintain its membership in good standing, each member town of the Windham Region shall annually appropriate and provide funds to the Commission in an amount, determined in total by the Commission, which shall be such town's proportionate share of such total established on a per capita basis. There shall, however, be a minimum amount for town membership set by the Commission.
- B. Grants and gifts for the general purposes of the Commission may be requested and accepted by the Commission through the Executive Director when compatible with the purposes of the Commission as set out in Article III, the Annual Work Program, or both.
- C. When consistent with the Commission's purposes as set out in Article III and the Annual Work Program and when approved by the Board, member towns in good standing or other public or semi-public entities may contract at cost with the Commission for staff support of special projects. The Commission shall maintain a written policy regarding such contract work and funding.
- D. The fiscal year of the Commission shall be from October 1 to September 30.

#### ARTICLE VI. Officers and Executive Board

- A. The officers of the Commission shall be the Chair, Vice Chair, and Secretary/Treasurer, all of whom shall be representatives of member towns. All such officers shall be elected from the body of Commissioners, except as provided in paragraph G below. In addition, the Board may appoint non-Commissioners to serve as Assistant Secretary and Assistant Treasurer, and as such to aid the officers in the day-to-day performance of their duties. Such assistants shall not be members of the Commission or of the Board.
- B. The Chair shall:
  - 1. Call all meetings of the Commission and the Board on his or her own initiative, or by majority vote of the Board, or upon written request of seven Commissioners;
  - 2. Preside at all meetings of the Commission and Board;
  - 3. Appoint the chair and other members of all committees, which appointments shall be with the approval of the Board;

4. Refrain from voting at any meeting, except to make or break a tie, and on those matters identified in Article IX, paragraph H.1. to H.3.; and
5. Perform such other duties as are normal and customary to the office, or which may be assigned by the Commission.

C. The Vice Chair shall:

2. 1. Act as Chair in the absence or incapacity of the Chair; Act as Secretary/Treasurer in the absence or incapacity of the Secretary/Treasurer; and
3. Perform such other duties as may be assigned by the Commission

D. The Secretary/Treasurer shall:

1. Submit monthly financial reports to the Commission. Such report may contain a separate accounting for each project or program undertaken by the Commission;
2. Maintain an individual account for major categories or programs undertaken by the Commission. These accounts shall accurately reflect the cost of personnel services, benefits, supplies, rent, services materials and equipment apportioned the project or program, which duties may be delegated in accordance with paragraph A above;
3. Secure an annual audit or other independent review of the Commission's financial condition;
4. Sign checks for the Commission consistent with the policy approved by the Board;
5. Chair the Finance Committee;
6. Keep true and accurate records of all meetings of the Commission and the Board, such records to include all motions proposed and the votes thereon and shall deliver copies of these records to all Commissioners, which duties may be delegated in accordance with paragraph A above;
7. Make a regular report to the Commission on the considerations and actions of the Board; and
8. Perform such other duties as are normal and customary to the office, or which may be assigned by the Board.

E. The Executive Board of the Commission shall consist of the officers of the Commission and six Commissioners. No more than one Board member may be a Citizen Interest Commissioner.

F. The Executive Board shall:

1. Carry out all decisions and instructions of the Commission;
2. Oversee the month-to-month administration of the Commission's work program and budget through the Executive Director;
3. Act on behalf of the Commission on proposals or questions otherwise requiring Commission action when time precludes full Commission action and report any such actions at the next Commission meeting;
4. Oversee all activities of the staff through the Executive Director;
5. Review and recommend coordinated annual work program and budget, and mid-year annual reports when necessary to the Commission for action;
6. Recommend to the Commission positions to be taken by the Commission or, on behalf of the Commission, by its Board, Committees or staff;
7. Audit and evaluate project and program performance and regularly present timely reports thereon to the Commission; and
8. Present an annual report on the activities of the Commission, the Board and the staff to the Commission, its member towns and other parties.

- G. The term of office for all officers and members of the Executive Board of the Commission shall be for the fiscal year. Elections shall take place at the annual meeting of the Commission conducted prior to the beginning of the fiscal year. A majority of the Commissioners voting shall elect from those nominees submitted by the Nominating Committee and any additional candidates nominated from the floor. Paper ballots shall be used for any office to be filled when requested by at least seven Commissioners. Vacancies in any office or on the Executive Board shall be filled for the remainder of the term by a majority vote of the Commissioners at the next Commission meeting.

## ARTICLE VII. Committees and Programs

- A. There shall be four standing Committees: Nominating, Finance, Personnel and Project Review.
- B. Each standing committee shall consist of at least three Commissioners, appointed by the Chair for a one-year term.
- C. Each standing Committee shall be chaired by a member of the Executive Board and shall report, as appropriate, to the Board and Commission on the Committee's work.
- D. The Nominating Committee shall prepare a slate of nominees annually, nominating one or more person(s) for each office and vacancy on the Board. Such slate shall be sent to each Commissioner along with the notice and agenda for the annual meeting each year. The Nominating Committee shall also submit a similar report to the Commissioners with respect to any interim vacancy.
- E. The Personnel Committee shall develop and maintain Commission Personnel Policies and shall perform such other duties as the Commission or Board may direct, or as may be assigned elsewhere in these Bylaws.
- F. The Finance Committee shall review the fiscal operations of the Commission on a regular basis and report its findings and long-term recommendations to the Board and to the Commission regularly.
- G. The Project Review Committee shall monitor the staff work related to project application reviews identified as having potential regional importance or substantial regional impact; to recommend positions to the Executive Board and Full Commission on policy matters, and to develop and recommend action on applications.
- H. The Chair shall create and appoint such additional committees and chairs as he or she or the Board shall determine to be useful to accomplish the goals and facilitate the administration of the Commission. The purpose, time frame and resources available shall be clearly identified. Such committees may include non-commission members.
- I. The Chair's appointments to such additional Committees shall be subject to review and approval by the Board.
- J. The Commission may sponsor special programs to assist in the establishment of a community service or entity which may eventually become independent or which may remain as an ongoing program of the Commission. Such programs may provide social services, economic development,

transportation, or other community services or facilities consistent with the Commission's mission and Regional Plan.

#### ARTICLE VIII. Staff

- A. The Staff of the Commission shall include an Executive Director and such other necessary administrative and technical staff as shall be determined by the Board. All personnel practices shall be in accordance with the Commission's Personnel Policies. Consultants and/or special project staff may be used to augment the regular staff when there is a need for special expertise or additional staff resources.
- B. The Executive Director shall be responsible for the week-to-week operation of the Commission's work as set out in the annual work program and budget. The Executive Director shall provide general administrative support and supervision for all Commission programs and staff.
- C. The Executive Director is authorized to sign contracts and agreements on behalf of the Commission, provided that they are consistent with the annual work program and budget. The Executive Director shall report on such actions regularly to the Board.
- D. The staff through the Executive Director shall undertake such duties as the Board or the Commission may assign.
- E. It is the policy of the Commission that no person seeking employment or having business with the Commission shall be discriminated against for reasons of race, religion, color, sex, sexual orientation or gender identity, age, ethnicity or place of national origin. The Board and Personnel Committee shall take affirmative steps as needed to ensure that this policy is followed.

#### ARTICLE IX. Meetings and Voting

- A. There shall be at least six regular meetings of the Commission each year, held on the last Tuesday of the month, or as called by the Board. They will be held throughout the Windham Region at times and places to serve best the convenience of the greatest number of Commissioners and member towns throughout the Region as determined by the Board.
- B. Additional meetings may be called by the Chair, by a majority vote of the Board or upon written request of 20% of the Commissioners.
- C. There shall be held an annual meeting of the Commission, at a time and place determined by the Board.
- D. Five business days notice of each meeting of the Commission, together with the agenda for such meeting, shall be sent to each Commissioner. Presence at a meeting shall constitute waiver of notice with regard to all matters placed on the agenda.
- E. Minutes of all meetings of the Commission and of the Board shall be kept and copies thereof shall be available to all Commissioners, member towns, and the public.
- F. Commissioners representing a majority of member towns in good standing that have appointed at least one Commissioner shall constitute a quorum at meetings of the Commission, except that for

a meeting to consider the adoption or amendment of the Regional Plan, a quorum shall be representative of 60 percent of the Commissioners representing municipalities. A majority of members of the Executive Board shall constitute a quorum at meetings of the Board. Should a quorum be lacking at a noticed meeting, the individuals present shall act as a committee on behalf of the Commission or Board, subject to ratification of all actions at the next meeting at which a quorum is present; except for town plan approvals and confirmation of planning processes, in which case the decision may be made by the Executive Board at the next meeting, and reported to the Commission at its next meeting.

- G. Except as otherwise prescribed by these Bylaws, meetings shall be conducted in accord with the WRC Rules of Procedure unless the meeting votes otherwise before the business of the agenda is conducted. The Commission shall make reasonable provision for public comment at its meetings.
- H. Except as otherwise provided by the additional voting requirements below, each Commissioner shall have one vote and a simple majority vote of all Commissioners present and voting shall be necessary to pass a motion regarding any matter.
  - 1. For regional plan or amendment votes, and for town planning process confirmations and municipal plan approval decisions, Citizen Interest Commissioner votes shall be tabulated and combined with those of town representatives, but shall not be used in determining the outcome of such votes and decisions.
  - 2. Amendment of these Bylaws shall require the affirmative final vote of 2/3 of all Commissioners present and voting (see 24 V.S.A. 4343).

#### ARTICLE X. Municipal Service Agreements

- A. **Voluntary Participation:** Participation by a municipality in a municipal service agreement with the WRC 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.
- B. **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.
- C. **Governance Committees:** When deemed appropriate by the participating municipalities and the WRC, a municipal service agreement may include a governance committee made up of representatives of the participating municipalities and WRC. 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.

- D. 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.
- i. The withdrawal provision of a municipal agreement with one municipality shall provide for at least 30 days’ notice unless otherwise provided in the agreement.
  - ii. The withdrawal provision of a municipal agreement with multiple municipalities shall provide for at least six months’ notice prior to the beginning of a fiscal year unless otherwise provided in the agreement.
- E. Multiple Agreements: Nothing within this section shall limit WRC’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 WRC Region.

#### ARTICLE XI. Amendments

These Bylaws may be amended as follows:

- A. A proposed amendment shall be placed on the agenda for any meeting of the Commission upon vote by the Board, or upon written request of 20% of the Commissioners, or by petition submitted by action of the legislative body or three or more member towns in good standing.
- B. The proposal shall be discussed at such meeting of the Commission and the proposal may be amended at that meeting.
- C. The proposal as amended shall be placed on the agenda and voted upon at the next meeting of the Commission. No amendment to the proposal shall be allowed at the Commission meeting during which a final vote is taken.
- D. An adopted amendment shall become immediately effective unless the Commission shall vote otherwise.

ADOPTED: May 24, 1977  
 AMENDED: June 1986  
 May 1989  
 Aug. 27, 1996  
 May 26, 1998  
 May 25, 2010  
 March 27, 2012  
 March 31, 2015

June 25, 2019  
October 25, 2022