

BY – LAWS

NORTHEASTERN VERMONT DEVELOPMENT ASSOCIATION

Amended July 22, 2010

ARTICLE I. LEGAL BASIS

The legal basis and powers for this Association are as set forth and contained in 24 V.S.A. chapter 117, subchapters 3 and 4, as amended, and the Articles of Association of the Northeastern Vermont Development Association, Inc. dated May 5, 1950.

ARTICLE II. NAME

This regional planning and development commission shall be known as the Northeastern Vermont Development Association, hereinafter referred to as the Association.

ARTICLE III. AREA SERVED

The area served by the Association shall include all municipalities within the Vermont counties of Caledonia, Essex and Orleans, hereinafter referred to as the region. For the purposes of this organization the term “municipality” shall mean an organized town or city.

ARTICLE IV. PURPOSE

The purpose of the Association shall be to develop and promote through study, planning and publicity, the recreational, agricultural, industrial, natural and human resources of the region and to work for the economic and social betterment of the region.

ARTICLE V. POWERS AND DUTIES

The powers and duties of the Association shall be to:

- (1.) Promote the mutual cooperation of the planning commissions of its cooperating municipalities and confer with and advise executive and legislative bodies and officials to promote a coordinated development of the region;
- (2.) Advise municipal governing bodies with respect to public financing;
- (3.) Provide technical assistance upon request of a participating municipality in the preparation and maintenance of plans, 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 between the development of the region and adjoining or neighboring territory;
- (5.) Prepare a regional plan and amendments thereof;
- (6.) Undertake studies and make recommendations on land development, urban renewal, transportation, economic, industrial, commercial, social development, urban beautification and design improvements, historic and scenic preservation, the conservation of energy, and the development of renewable energy resources;
- (7.) Hold public meetings;
- (8.) Require from the departments and agencies of each municipality in its area such available information as relates to the work of the regional planning commission;
- (9.) In the performance of its functions, enter upon land to make examinations and surveys;
- (10.) Retain staff and consultant assistance in carrying out its duties and powers;
- (11.) Undertake comprehensive planning, including related preliminary planning and engineering studies;
- (12.) 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;
- (13.) Undertake studies and make specific recommendations on economic, industrial and commercial development within the region.
- (14.) Perform such other acts or functions as it may deem necessary or appropriate to fulfill the duties and obligations imposed by, and the intent and purposes of Chapter 117, Title 24, V.S.A.

ARTICLE VI. MEMBERSHIP

A. Municipalities

1. A municipality within the region shall become a member municipality of the Association by an act of the voters or the legislative body of that municipality.

2. A municipality may cease to be a member municipality of the Association by an act of the voters or legislative body of that municipality.

B. Municipal Representatives

1. The legislative body of each member municipality shall appoint one and may appoint two representatives to the Association as provided in 24 V.S.A., Section 4342. At any meeting where two municipal representatives from the same municipality are present, they shall be entitled to cast only one collective vote.
2. If only one representative is appointed, that representative shall be a member of the planning commission or the legislative body or be some other elected or appointed municipal official. If two representatives are appointed, at least one representative shall be a member of the planning commission or the legislative body or some other elected or appointed municipal official. Such representatives may continue in office even if they subsequently cease to hold such municipal office. If any representative moves from the municipality represented, the legislative body may declare a vacancy and appoint a new representative.
3. Those member municipalities which have not appointed a representative within sixty (60) days of the annual March town meeting, shall be notified in writing by the Executive Committee. The Executive Committee shall have the power to appoint a representative from any member municipality which has not acted within one month after such written notice, which representative shall serve until the legislative body of the municipality has acted. Any representative so appointed shall be a member of the planning commission or the legislative body or some other elected or appointed municipal official of the municipality.
4. Municipal representatives shall take office upon the convening of the Annual Meeting, and shall remain in office until their successors have been appointed and have qualified. Incumbent municipal representatives shall hold office until the adjournment of the annual meeting.
5. The term of office of municipal representatives shall be for a period of two (2) years.
6. Vacancies in the position of municipal representative shall be filled by the appointing body.

C. At Large Representatives

1. Other persons, each representing separate citizen interest groups in the region, may be admitted to membership and be named at-large

representatives by a majority of the representatives voting at any regular meeting of the Board of Directors of the Association. The number of at-large representatives shall not exceed 25% of the total membership. Persons so appointed shall serve until the adjournment of the next annual meeting unless reappointed in the month of June to serve for the following year. Requests for the appointment of at-large representatives shall be made in writing to the President of the Association at least thirty days prior to any meeting at which action may be taken thereupon.

2. At-large representatives shall be entitled to one vote each, and otherwise have the same voting and membership privileges as municipal representatives and legislative representatives.

D. Legislative Representatives

1. State legislators representing any portion of the region served by the Association shall, upon acceptance of an invitation to membership to be issued by the Executive Committee within 15 days after the general election, be appointed as Legislative Representatives to the Association. Acceptance of such invitation to membership shall be made within 15 days of receipt of such application.
2. Legislative representatives shall be entitled to one vote each, and otherwise the same voting and membership privileges as municipal representatives and at-large representatives.
3. The terms of legislative representatives shall run concurrently with their legislative terms of offices.

E. Resignations

All resignations and notices of removal shall be made to the Association and recorded.

ARTICLE VII. ORGANIZATION AND OFFICERS OF THE ASSOCIATION

A. Board of Directors

1. The Board of Directors of the Association shall be composed of its municipal representatives, at-large representatives and legislative representatives.
2. The Board of Directors of the Association shall be its policy making body. In addition to the powers and duties set forth in Article V of these by-laws, the Board shall have the power, (without limitation) to:

- (a.) exercise the authority of the Association
- (b.) oversee the operation of the Association
- (c.) prescribe such operation procedures, in addition to those set forth herein, as are necessary to guide the Executive Committee, the Executive Director and other staff, officers and committees in the performance of their duties;
- (d.) instruct or assign additional duties to any committee, officer, staff member, or the Executive Committee;
- (e.) authorize the annual budget

B. Officers

1. The officers of the Association shall consist of a President, one Vice – President from each county, and a Secretary-Treasurer, all of whom shall be selected from among the members of the Executive Committee.
2. A nominating committee of seven of the representatives shall be appointed by the president of the Association prior to the annual meeting. The nominating committee shall consist of at least two representatives residing in each county. The nominating committee shall render its report of nominations to fill ensuing vacancies to the Secretary-Treasurer at least 20 days prior to the Annual Meeting. The nominating committee may nominate one or more candidates for each office.
3. The report of the nominating committee and a ballot shall be mailed to each representative appointed for the ensuing year; not less than 15 days in advance of the annual meeting. Representatives are privileged to vote for any qualified person whether or not he be nominated by the nominating committee.
4. Election of officers of the Association may be voted on by mail ballot. Each ballot must be appropriately marked and signed prior to the convening of the annual meeting. Ballots shall be cast and counted at the annual meeting.
5. The officers of the Association shall be elected by the affirmative written ballots of a majority of the representatives voting. The results of the election shall be and announced at the annual meeting.

6. All officers shall be elected for terms of one year. The terms of all officers shall begin immediately after the annual meeting of each year at which they are declared elected and shall end immediately after the annual meeting at the end of their term. An officer shall not be elected to the same office for more than two consecutive terms.

ARTICLE VIII.

EXECUTIVE COMMITTEE

1. Immediate management and direction of all the Affairs of the Association shall be vested in the Executive Committee.
2. There shall be nine members of the Executive Committee, composed of three representatives from each county. The members from each county shall be chosen by the representatives of the Association, residing within said county, caucusing as county committees at the June meeting of the Board of Directors. Members of the Executive Committee shall serve for three year terms, and each County Committee shall elect one member each year, except in June of 2011 when each County Committee shall elect two members, one member to serve a one year term and the other member to serve a three year term. The election for the members of the Executive Committee to be selected in 2010 shall take place as soon as practicable upon adoption of this amendment. Members of the Executive Committee may serve no more than two consecutive terms.
3. Each County Committee shall announce at the June meeting of the Association its representatives elected to the Executive Committee. If any County Committee shall fail to elect members of the Executive Committee as provided herein, then such vacancies shall be filled by election at the annual meeting of the Association. Other vacancies occurring on the Executive Committee shall be filled by the Board of Directors until such time as the County Committee certifies to the Board the election of a member to fill the vacancy.
4. Terms of newly-elected members of the Executive Committee shall begin immediately after the annual meeting of the Association, and they shall serve until their successors are duly elected and have qualified.
5. Any municipal representative from a member municipality which has failed to appropriate funds for the current fiscal year of the Association shall be ineligible for election to the Executive Committee of the Association.
6. Any members of the Executive Committee who cease to be eligible for membership on the Board of Directors shall hold office until the next annual meeting.

7. The duties of the Executive Committee shall include the following:
- (a.) approve the annual budget of the Association and transmit to the Board of Directors for final approval;
 - (b.) provide policy direction for the routine activities of the Executive Director and staff, and assist the Executive Director by reviewing administrative activities and in the preparation of an annual budget and annual report;
 - (c.) authorize the expenditure of all monies over and above the normal operating expenditures of the Association;
 - (d.) authorize the creation of all staff positions;
 - (e.) determine with the assistance of the Executive Director, general personnel policies of the Association;
 - (f.) determine general program scope and content and measure progress;
 - (g.) prepare recommendations for action by the Board of Directors;
 - (h.) exercise such additional powers as the Board of Directors may grant from time to time.

ARTICLE IX. STAFF

- A. The staff of the Association shall be an Executive Director and other staff as determined by the Executive Committee.
- B. The Executive Director shall have charge of and manage the daily operations of the Association; shall prepare the annual budget; shall be responsible for keeping expenditures and commitments within authorized appropriations and allocations; shall supervise the Association's staff; shall keep active accounts of all the property of the Association; shall prepare progress and financial reports as directed by the Board of Directors; shall have custody of all records and documents of the Association and shall make all such papers available for public inspection; and shall perform other duties incidental to his office and such other duties may be assigned to or requested of him by the Board of Directors and the Executive Committee.

- C. No person seeking employment or having business with the Association shall be discriminated against for reasons of race, religion, color, sex, age, disability or place of national origin. The Executive Director shall take affirmative steps to insure that this policy is followed.

ARTICLE X. MEETINGS

- A. The regular meetings of the Board of Directors of the Association shall be held at least quarterly unless otherwise ordered by the Board of Directors. Regular and special meetings shall be called at the discretion of the President, and shall be called upon written request of ten voting representatives. Ten representatives shall constitute a quorum of the Board of Directors.
- B. The annual meeting of the Board shall be held at a date, time and place designated by the President.
- C. The Executive Committee shall meet at least four times during the year at dates, times and places to be determined by the President of the Association. Five representatives shall constitute a quorum of the Executive Committee.
- D. Notice of regular meetings of the Board of Directors shall be mailed by the Executive Director or Secretary to the Board of Directors at least seven days in advance.
- E. The Executive Director shall be responsible for maintaining the minutes of all Association meetings.

ARTICLE XI. COMMITTEES

- A. The Board of Directors and the Executive Committee shall each have the power to create such committees as they deem necessary to carry out the powers and duties of the Association.

ARTICLE XII. SUPPLEMENTARY PROVISIONS

A. Reports

Annual Report. The Executive Director, President and the Secretary-Treasurer shall prepare an annual report, which shall be presented to the Association at its annual meeting.

B. Instruments

All contracts and other documents shall be signed by the President or his designee, or, in the absence of the President, a Vice-President. Checks, notes and drafts shall be signed by the Secretary-Treasurer, or his designee, in the name of the Association and may be countersigned by such officers or agents as the Board of Directors or Executive Committee shall from time to time designate for that purpose.

C. Parliamentary Authority

The rules contained in the current revision of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

D. Vacancies

Where no procedure is provided in these by-laws, vacancies in any office shall be filled by the Board of Directors until the next annual meeting.

E. Amendment of By-Laws

These by-laws may be amended by the Board of Directors at any regular meeting, by a two-thirds vote of those 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.

F. Adoption

These by-laws shall be effective upon adoption.

G. Severability

If any provision of these by-laws is held invalid, the other provisions of the Association by-laws shall not be affected thereby.