

BYLAWS
UPPER VALLEY LAKE SUNAPEE
REGIONAL PLANNING COMMISSION

ARTICLE I. NAME

The name of this regional organization, hereinafter referred to as the "Commission," shall be the Upper Valley Lake Sunapee Regional Planning Commission (UVLSRPC).

ARTICLE II. AREA SERVED

The area served by the Commission shall be known as the Upper Valley Lake Sunapee Region, and shall consist of the area as determined in New Hampshire by the New Hampshire Office of Energy and Planning pursuant to RSA 36.

ARTICLE III. LEGAL BASIS

The legal basis for the Commission shall be New Hampshire RSA, Chapter 36, "Regional Planning Commissions".

ARTICLE IV. PURPOSE

The purpose of the Commission shall be to guide, coordinate and promote sound economic growth and development and to prepare, maintain and implement a comprehensive regional plan for the Upper Valley Lake Sunapee Region; to serve as a research agency and information clearinghouse for the Upper Valley Lake Sunapee Region; to assist local units of government with their plans and programs; and to establish a public information program in order to promote the health, safety and general welfare of the inhabitants of the Upper Valley Lake Sunapee Region.

ARTICLE V. MEMBERSHIP

Section 1. Eligibility

An area municipality shall become a member of the Commission initially following an affirmative vote of the legislative body and afterward annually by paying membership dues. Failure of the municipality to pay its proportionate annual share of the operating cost of the Commission shall constitute a termination of the municipality's vote in Commission affairs and the eligibility of its Commissioners to hold Commission offices.

Section 2. Membership Year

Municipalities shall be members of the Commission on an annual basis. The membership year shall extend from July 1 through June 30 of the succeeding year.

Section 3. New Member Municipalities

Municipalities joining the Commission for the first time shall become active members with full representation and privileges effective May 1 immediately following the municipal action to join the Commission. Said new municipality shall not however be eligible to receive full Commission services until the normal membership year beginning July 1.

Section 4. Representation

There shall be allowed two (2) official representatives from each of the member municipalities who shall have rights as prescribed by these Bylaws and shall be known and referred to as Commissioners. A municipality with a population in excess of 10,000 in the most recent decennial federal census shall be entitled to a third Commissioner.

Section 5. Term of Office

The term of office of each Commissioner shall be determined by the member municipality but shall not exceed four years. The Commissioners are nominated by the town's Planning Board and are elected and reappointed by their Selectboard. In cities, the Commissioners are appointed by the City Council. Any Commissioner may be reappointed upon expiration of a term of office.

Section 6. Compensation

All Commissioners shall serve without compensation, but may be reimbursed by the Commission for necessary and reasonable expenses, as authorized by the Administrative Committee and included in the annual budget.

Section 7. Members-at-Large

Members-at-large may be appointed to the Commission. Members-at-large shall be appointed for a one-year term, or until the next annual meeting, by a majority vote of the Commission quorum, and the number of such appointments shall equal not more than 10. Members-at-large shall not be eligible to hold any office of the Commission nor serve on the nominating committee. [See also Article VIII, Section 3.]

Section 8. Commissioners

All the Commissioners from each of the member municipalities and all the members-at-large shall constitute the Commissioners.

Section 9. Alternates

A Commissioner may designate an Alternate to represent that person at a Commission meeting in the Commissioner's absence. An Alternate shall notify the President or the Executive Director prior to voting at any Commission meeting. The Alternate shall present written authorization from the member Commissioner before the minutes of the meeting in which the Alternate participates are approved. Designated alternates shall have a Commissioner's power to vote as defined in Article VII.

ARTICLE VI. POWERS, DUTIES AND REQUIREMENTS

Section 1. Powers of the Commission

The powers of the Commission are authorized in New Hampshire RSA, Chapter 36, and any other relevant state and federal laws.

Section 3. Duties of the Commissioners

1. It shall be the duty of the Commissioners to develop and approve the Regional Plan, taking into consideration other approved plans within the Region.
2. It shall be the duty of the Commissioners to attend all meetings of the Commission.
3. It shall be the duty of the Commissioners, at the Annual Meeting, to elect the officers (President, Vice-President, Secretary and Treasurer) for one-year terms from among their number. Also at the Annual Meeting, the budget and the work plan for the coming year shall be adopted by the Commissioners.
4. It shall be the duty of the Commissioners to establish committees, and define the scope, purpose and tenure of each committee. Committee members shall be nominated by the President, and approved by the Commissioners.
5. It shall be the duty of the Commissioners to hire an Executive Director and terminate the employment of the Executive Director by a two-thirds majority vote of the Commissioners present and voting after notice in writing to Commissioners at least 15 days prior to the date of the Commission meeting. If the position of the Executive Director becomes vacant, the Commissioners shall appoint an interim Executive Director.
6. It shall be the duty of the Commissioners to consider for approval all recommendations from the Commission's committees.
7. It shall be the duty of the Commissioners to have the power to approve all contracts in excess of \$5,000.00 or that require the hiring of new staff to perform, and to authorize the Executive Director and officers to sign them.

Section 4. Attendance Requirements of Commissioners

If a Commissioner from a member municipality misses a majority of the Commission meetings during any twelve-month period, the Selectboard or City Council shall be so notified in writing by the President. The use of an alternate does not in any way relieve a Commissioner of attendance requirements. Absences by member-at-large Commissioners from a majority of the Commission meetings during any twelve-month period may be cause for removal from the Commissioners. A Commissioner may attend a meeting in person or by electronic means such

as audio or videoconferencing as long as there is an ability for the attendee to fully participate in the meeting discussions.

ARTICLE VII. VOTING

Section 1. Representation

Each Commissioner shall have one vote.

Section 2. Alternates

Designated Alternates shall be eligible to vote in a Commissioner's absence. Alternates must be present at a Commission meeting in order to vote. Alternates are not eligible to vote by mail/electronic/fax ballot.

Section 3. Members-at-Large

Every member-at-large shall be eligible to vote and shall have one full vote.

Section 4. Quorum

A quorum shall be defined as 25% of the duly appointed Commissioners. Except as otherwise provided for in these Bylaws, a majority vote of the Commissioners shall be required to take action on any business item.

Section 5. Mail/Electronic/Fax Ballot

Any business item requiring action by the Commissioners may be voted on by mail/electronic/fax ballot, provided that such item has either been previously discussed, or in the opinion of the President, such item is a routine matter and is not of such significance to be discussed by the Commissioners as a whole, or if deferral of such item would jeopardize the Commission's operation. On any mail/electronic/fax ballot, all voting members of the Commissioners shall be given the option to vote in the affirmative, to vote in the negative, or to defer any action until the next regular meeting of the Commissioners. Each ballot must be appropriately marked, signed and placed on file in the Commission's office.

ARTICLE VIII. OFFICERS AND STAFF

Section 1. Officers

The officers of the Commission shall include a President, Vice-President, Secretary and Treasurer. The word "President" is synonymous with the word "Chairman" as referred to in relevant state statutes. These officers, with the Chairs of the Planning, Personnel and Finance committees, shall constitute the Administrative Committee.

Section 2. Staff

The staff of the Commission shall include an Executive Director and other necessary administrative and technical staff as determined by the Commissioners of the Commission.

Section 3. Nomination of Officers

The Nominating Committee shall nominate the officers and members-at-large. A Nominating Committee for the Commission shall consist of at least five members, all from member municipalities. None of the Commissioners on this Committee shall be from the same member municipality. The Nominating Committee of the Commission shall meet and its report shall be mailed to all Commission members no less than 15 days in advance of the Annual Meeting. Commission members may nominate and vote for any officers and/or at-large Commissioners even if these candidates are not nominated by the Nominating Committee.

Section 4. Election of Officers

The officers of the Commission shall be elected at the Annual Meeting by a majority vote of the Commissioners present and voting.

Section 5. Terms of Office

The terms of office of all officers shall be from July 1 through June 30 of the following year, or until their successors have been elected. The President and Vice-President shall be elected for terms of one year, and may not serve more than two consecutive terms in office. The Secretary and Treasurer shall be elected for terms of one year and may be re-elected without term limitation.

Section 6. Removal from Office

Any officer of the Commission may be removed from office at any regular or special meeting by a two-thirds vote of the Commissioners present and voting by recorded vote. The results of the ballot shall be ascertained and announced at such meeting.

Section 7. Vacancies

The President, with the approval of the Commissioners, may temporarily fill vacancies in offices occurring between annual elections; officers so appointed will hold office only for the balance of the current year until their successors are elected and installed. In the event the office of President is vacated, such office shall be filled by the Vice-President for the remaining term of office.

Section 8. Duties of Officers and Staff

The President shall call meetings of the Commission, preside at these meetings, and nominate committee members to standing or ad hoc committees established by the Commissioners, with nominations to be approved by the Commissioners. The President shall perform such other duties as are customary to the office and as may be assigned by the Commissioners.

The Vice-President shall have such powers as the Commissioners or the President may assign. In the case of the absence or incapacity of the President to act, the Vice-President shall temporarily act in the place of the President.

The Secretary shall see that an accurate record of the proceedings of all meetings of the Commission is kept. The Secretary shall give notice of all meetings, and shall perform those duties normally incident to the office of Secretary and such other duties as may be assigned by the President or the Commissioners. The Secretary shall have the authority, subject to the approval of the Commissioners, to delegate any relevant duties and work to the Commission's staff. The Secretary shall act as Treasurer in the absence or incapacity of the Treasurer.

The Treasurer shall have full responsibility for oversight of the custody and safekeeping of all funds of the Commission and shall have charge of their collection, receipt and disbursement. Full and accurate accounts of the transactions of that office shall be kept and reports submitted to the Commissioners as they may require. The Treasurer shall have the authority, subject to the approval of the Commissioners, to delegate any relevant duties and work to the Commission's

staff. The Treasurer shall also submit to all the member municipalities not less than once a year, a report of income, expenses and balances of the Commission.

The President, Vice-President, Secretary and Treasurer may sign contracts as authorized by the Commission.

The Executive Director:

1. shall propose projects, programs and budget for the operation of the Commission;
2. shall supervise and administer the Commission's work and direct all necessary public information programs;
3. shall be responsible for keeping the Commission's records and for custody and preservation of all papers and documents available for public inspection;
4. shall, under rules and regulations established by the Commission, appoint necessary non-professional employees and assign their duties, and with the review of the Administrative Committee, shall appoint all professional employees and assign their duties;
5. shall sign and execute contracts, with notice to the Commissioners at the next Commission meeting, not to exceed Five Thousand dollars (\$5,000.00) nor requiring the addition of new staff to perform, shall sign and execute all other contracts with prior authorization from the Commissioners; and shall approve budgeted expenditures of the Commission;
6. shall prepare and present monthly progress and financial reports and an annual report of the work and activities of the Commission for the appropriate committee of the Commission;
7. shall serve as a non-voting member of all committees; and
8. shall perform such other duties as relate to the functions of the Commission as its Commissioners may direct.

ARTICLE IX. MEETINGS

Section 1. Regular Meetings

Regular meetings of the Commission shall be held at a time and place to be selected by the President, with at least six meetings a year dedicated to planning issue discussions.

Section 2. Special Meetings

Special meetings of the Commissioners of the Commission may be called by the President. Special meetings shall be called whenever any five voting members of the Commissioners request such special meeting in writing to the Secretary.

Section 3. Annual Meetings

The Annual Meeting of the Commissioners shall be held during the month of June at a time and place to be selected by the Program Committee of the Commission.

At the Annual Meeting, the officers (President, Vice-President, Secretary and Treasurer) are elected for one-year terms by the Commissioners from among their number. Also at the Annual Meeting, the budget and the work plan for the coming year are adopted by the Commissioners.

Section 4. Meeting Notice

A meeting notice and tentative agenda shall be mailed to all members of the Commission by the Secretary or Executive Director at least seven days prior to regular Commission meetings.

Section 5. Minutes of Meetings

Minutes of all regular and special meetings of the Commission and committees thereof shall be taken and placed on file in the Commission's office. Such minutes are public records and shall be made available for inspection by any interested person at any time during regular office hours. A copy of the minutes of each meeting shall be mailed to each Commissioner at such time as agendas are distributed for the next meeting.

Section 6. Quorum

See ARTICLE VII, section 4.

Section 7. Meeting Procedure

Except where these rules and regulations otherwise provide, Robert's Rules of Order, As Revised, shall govern.

ARTICLE X. COMMITTEES

Section 1. General

In general, each committee is responsible for carrying out the Commissioners' charge to that committee and shall report on a regular basis to the Commissioners. Each committee will also

deal with any matters specifically requested of it by the Commissioners. Lastly, each committee may develop policy recommendations or action plans for consideration by the Commissioners.

The Commissioners establish the committee structure and define the scope, purpose and tenure of each committee. Committee members are appointed by the President and the appointments are approved by the Commissioners.

Every committee shall be composed of at least one Commissioner or the Executive Director and may include members of the public at large. The scope, purpose, tenure and membership of committees shall be entered into the minutes of the Commission. Changes in the scope, purpose, tenure or membership of committees shall also be noted in the minutes of the Commission.

All Commissioners are welcome at all committee meetings, but visitors (non-committee members) may not vote on business before the committee.

All committees may enter non-public session as provided by State statutes.

Planning, Finance, Personnel, Program, Joint Loss Management and Administrative are standing committees, and must meet at least once each year. Other committees meet at the request of the Commissioners.

The Executive Director is a non-voting member of all the committees.

The Transportation Advisory Committee (TAC) is not a standing committee of the RPC, but is established as a part of the New Hampshire Department of Transportation planning process and is hosted by the RPC. The members are appointed by the Selectboard or City Councilors and serve until the town or city replaces them. The TAC has a standing affiliation with the UVLSRPC, in that it writes the Regional Transportation Plan, which on adoption by the Commissioners, becomes the transportation element of the Regional Plan. The TAC also maintains the Transportation Implementation Plan (TIP), which lists the highest priority projects in the Region.

The Commissioners may appoint members to represent the UVLSRPC on other appropriate committees or organizations with related interests. These appointees shall report to the Commissioners on a regular basis.

Section 2. Charges to the Committees

The **Planning Committee** revises and develops the Regional Plan and presents it for discussion and timely approval by the Commissioners. The Committee also reviews developments of regional impact.

The **Finance Committee** has the following functions:

1. to make the Commissioners aware of the organization's quarterly financial position at the first meeting of the Commissioners following the end of each quarter;
2. to review the financial reports that form the basis for its judgment of fiscal soundness of the organization;
3. to make the Commissioners aware of the Finance Committee's judgment of fiscal soundness and its recommendations for action to be taken, as applicable;
4. to present to the Commissioners at the annual meeting a budget that plans to enhance the organization's fiscal position and to implement as far as possible the work plan of the Commission.

The **Personnel Committee** reviews and recommends to the Commission Staff Personnel Policies, advises on personnel policy, fringe benefits and related topics. The Committee acts as the Appeal Committee for Step 2 of the appeals process as defined in the Staff Personnel Policies.

The **Program Committee** is responsible for planning the program topics for the Commissioners' educational meetings.

The **Administrative Committee**, which meets monthly, consists of the four officers and the chairpersons of the Planning, Personnel, and Finance Committees. The Committee reviews the

personnel actions of the Executive Director and provides general oversight of the Commission's activities. In addition to these general activities, it:

1. with the Executive Director, develops the annual work plan for the Commission for consideration and approval of the Commissioners at the annual meeting;
2. develops administrative recommendations with suitable wording to present to the Commissioners.

ARTICLE XI. MEMBERSHIP DUES

Member municipalities of the Commission shall pay dues as provided in relevant state statutes, on a per capita basis for the Commission's projected annual operating budget.

ARTICLE XII. FISCAL YEAR

The fiscal year of the Commission shall begin the first day of July and shall end on the last day of June of the following year.

ARTICLE XIII. AUDITS AND REPORTS

The financial records of the Commission shall be audited on an annual basis by a Certified Public Accountant and a copy of such audit shall be submitted to the Commissioners of the Commission and made available to the governing authorities of each member municipality. The Executive Director shall prepare an annual written report that shall be presented to the Commissioners and to the legislative bodies of each member municipality prior to the annual town meeting. That report may be the same as submitted to other agencies when required by specific contracts or agreements.

ARTICLE XIV. DISPOSITION OF ASSETS

In the event of the complete termination or complete dissolution of the Commission, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of the Commission, if any, shall be distributed to the Members of the Commission, which are political subdivisions of the State of New Hampshire. If no such member or members exists, then such remaining assets, if any, shall be distributed for a public purpose to the federal government, or to the state or local government of the States of New Hampshire.

ARTICLE XV. AMENDMENTS

These Bylaws may be amended by resolution of the Commissioners at any regular or special meeting, provided that the following conditions have been met:

1. That proposed amendments to these Bylaws shall be presented in writing to the Commissioners at least fifteen (15) days prior to the date of the Commission meeting at which they are to be discussed and voted on.
2. That the Bylaws are amended by an affirmative vote of at least two-thirds of the voting Commissioners present and voting by written ballot.
3. That the date of approval must be included with any amendment to these Bylaws.

(adopted September 20, 1973)

(revised June 22, 1983)

(revised June 23, 1990)

(revised June 20, 1992)

as revised January 22, 1996

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