

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.

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 Chapter 36.

Article III. LEGAL BASIS

The Commission is a legal subdivision of the State of New Hampshire, as authorized in RSA Chapter 36.

Article IV. PURPOSE

The purpose of the Commission shall be to guide, coordinate and promote reasonable land use within the Upper Valley Lake Sunapee region; 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 encourage collaboration among municipalities on issues of mutual concern; to conduct public information programs that meet the needs of the communities within the Upper Valley Lake Sunapee Region; and for such other purposes as contained in NHRSA Chapter 36, as amended from time to time.

Article V. MEMBERSHIP

V Section 1 Eligibility

A municipality or county shall become a member of the Commission following an affirmative vote of its legislative body and after paying full or pro-rated membership dues. Failure of the municipality or county to pay its assessed dues shall constitute a termination of the municipality's or county's vote in Commission affairs and the eligibility of its Commissioners to hold Commission offices. Member municipalities shall pay dues to the Commission in accordance with NH RSA Chapter 36:49. Municipal dues shall be assessed on a per capita basis. County dues shall be assessed on a per member town basis as determined by the Commission.

V Section 2 Membership Year

Municipalities and counties 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.

V Section 3 Representation

Each member municipality and county shall be entitled to two (2) representatives 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.

V Section 4 Term of Office

The term of office of each Commissioner shall be determined by the member municipality or county but shall not exceed four years. Any Commissioner may be reappointed upon expiration of a term of office.

V Section 5 Appointments

In towns, Commissioners are nominated by the Planning Board and appointed by the Selectboard. In cities, Commissioners are nominated by the Planning Board and appointed by the City Council. In counties, Commissioners are nominated and appointed by the County Commissioners. Municipal Commissioners shall be residents of their communities. County Commissioners shall be residents of the counties.

V Section 6 Compensation

All shall serve without compensation, but may be reimbursed by the Commission for necessary and reasonable expenses, as authorized by the Executive Committee.

V 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 a quorum of the Commission. The number of such appointments shall not exceed 10. Members-at-large shall not be eligible to hold any office of the Commission nor serve on the Nominating Committee, or as Chair of the Finance, Personnel or Regional Planning Committees. Members-at-large may not vote at Commission meetings, but they may vote at the Committee level.

V Section 8 Alternates

A municipality or county may designate an Alternate to represent the municipality or county at Commission meetings in a Commissioner's absence. An Alternate shall notify the presiding officer prior to voting on Commission business.

Article VI. POWERS, DUTIES AND REQUIREMENTS

VI Section 1 Powers and Duties of the Commission

The Commission may exercise any and all power granted to it by law, and by these Bylaws.

- (a) The Commission shall develop and approve the Regional Plan.
- (b) The Commission shall develop a Housing Needs Assessment.
- (c) The Commission shall respond to Developments of Regional Impacts received from member communities.
- (d) The Commission shall elect officers of the Commission and to appoint At-large Commissioners.
- (e) The Commission shall appoint Committee members.
- (f) The Commission shall adopt an Annual Budget and Work Plan.
- (g) The Commission shall establish committees to accomplish the necessary work of the Commission, and to define the scope, purpose and tenure of each committee.
- (h) It shall be the duty of the Commission to hire an Executive Director by a majority vote of the Commission.
- (i) In the event of a vacancy of the Executive Director position, the Commission shall establish an ad hoc committee who will make recommendations to the full Commission for an interim or permanent Executive Director.
- (j) The Commission shall consider termination of the Executive Director, upon recommendation from the Executive Committee.
- (k) The Commission shall consider recommendations from committees.
- (l) It shall be the duty of the Commission to approve or disapprove all contracts in excess of \$10,000.00 and/or that require the hiring of new staff, unless approved as part of the Annual Work Plan,
- (m) It shall be the duty of the Commission to authorize the Executive Director and/or officers to sign contracts in excess of \$10,000.

- (n) The Commission may appoint or recommend members to represent the Commission on other appropriate committees or organizations with related interests.
- (o) The Commission may authorize sole source purchases consistent with the Commission's Purchase Policies, for purchases and contracts over \$10,000.
- (p) The Commission shall delegate Commissioners to represent the Commission.

VI Section 2 Duties of the Commissioners

- (a) Commissioners shall attend meetings of the Commission.
- (b) Commissioners shall represent the Commission, when delegated to do so, and in accordance with direction from the Commission and to act as a conduit for information between the Commission and their municipality, county or other organizations.
- (c) Commissioners may nominate officers and Members-at-large.
- (d) Commissioners shall report to the Commission on a regular basis if appointed or recommended to represent the Commission.
- (e) Commissioners shall serve on Committees.

Article VII. VOTING

VII Section 1 Commissioners

Each Commissioner shall have one vote.

VII Section 2 Alternates

Designated Alternates shall be eligible to vote only in a Commissioner's absence.

VII Section 3 Eligibility

Commissioners are only eligible to vote when physically present at Commission meetings.

VII Section 4 Members-at-large

Members-at-large are not eligible to vote at Commission business meetings.

VII Section 5 Quorum

- (a) A quorum of the full Commission shall consist of 25% of the Commissioners appointed and authorized to vote. The transaction of business at meetings of the Commission shall be by majority vote.
- (b) A quorum of any committee shall consist of the majority of the committee who shall be physically present.

Article VIII. OFFICERS

VIII Section 1 Officers

The officers of the Commission shall include a Chair, Vice-Chair, Treasurer and Secretary/Assistant Treasurer, who shall be voting members of the Commission. Officers must represent different member municipalities or counties.

VIII Section 2 Nomination of Officers and Members-at-large

A committee shall nominate the officers of the Commission and Members-at-large. Commissioners may nominate officers during the Annual Meeting.

VIII Section 3 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.

VIII Section 4 Terms of Office

The terms of office for all officers shall be from July 1 through June 30 of the following year, or until their successors have been elected. The Chair and Vice-Chair may not serve more than two consecutive terms in their respective offices. The Treasurer may not serve more than four consecutive terms in office.

VIII Section 5 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 those present.

VIII Section 6 Vacancies

The Chair, with the approval of the Commission, may temporarily fill vacancies in offices occurring between annual meetings. Officers so appointed will hold office for the balance of the current term. In the event the Chair is vacated, such office shall be filled by the Vice-Chair for the remaining term. In the event that the Treasurer is vacated, such office shall be filled by the Secretary/Assistant Treasurer, and a new Secretary/Assistant Treasurer shall be appointed.

VIII Section 7 Duties of Officers

(a) Chair

The Chair shall call meetings, preside at Commission meetings, preside at Executive Committee meetings and execute documents at the direction of the Commission. The Chair shall perform such other duties as are customary to the office and as may be directed by the Commission.

(b) Vice-Chair

The Vice-Chair shall have such powers as the Commission or the Chair may delegate. In the absence or incapacity of the Chair, the Vice-Chair shall act in the place of the Chair.

(c) Treasurer

The Treasurer shall perform those duties normally incident to the office of treasurer and such other duties as may be delegated by the Chair or the Commission. The Treasurer shall have the authority, subject to the approval of the Commission, to delegate any duties and work to the Secretary/Assistant Treasurer and/or to the Commission's staff. The Treasurer shall have responsibility for oversight of the custody and safekeeping of all funds of the Commission and shall ensure proper collection, receipt and disbursement. Full and accurate accounts of the transactions of that office shall be kept and reports submitted to the Commission as they may require. The Treasurer shall serve on the Finance Committee.

(d) Secretary/Assistant Treasurer

The Secretary/Assistant Treasurer shall ensure that accurate records of the proceedings of all meetings of the Commission are maintained. The Secretary/Assistant Treasurer shall, when necessary, certify any officer's or the Executive Director's authority, to execute documents. The Secretary/Assistant Treasurer shall ensure that notice is given of meetings, and shall perform those duties normally incident to the office of secretary and such other duties as may be delegated by the Chair or the Commission. The Secretary/Assistant Treasurer shall act in the absence of the Treasurer and shall fill that office in the event that the Treasurer is unable to fulfill his/her role.

Article IX. STAFF – Executive Director

The Executive Director:

- (a) Shall propose projects, programs and a budget for the operation of the Commission;
- (b) Shall supervise and administer the Commission's work;
- (c) Shall be responsible for keeping the Commission's records and for custody and preservation of all papers and documents available for public inspection;
- (d) Shall, under rules and regulations established by the Commission, hire and supervise necessary employees, and assign their duties;
- (e) May sign and execute contracts, with notice at the next Commission meeting, when contracts do not exceed \$10,000.00 and/or that require the hiring of new staff, unless approved as part of the Annual Work Plan;

- (f) Shall oversee all necessary public information programs;
- (g) Shall act as the spokesperson on behalf of the Commission;
- (h) Shall approve budgeted expenditures of the Commission;
- (i) May authorize unanticipated expenses up to \$3,000;
- (j) Shall prepare and present bi-monthly progress and financial reports;
- (k) Shall prepare an annual report of the work and activities of the Commission for member communities and counties;
- (l) The Executive Director or his/her designee may serve as a non-voting member of any committee; and
- (m) Shall perform such other duties that relate to the functions of the Commission as the Commission directs.

Article X. MEETINGS OF THE COMMISSION

X Section 1 Business Meetings

The Commission shall hold at least six business meetings per year. The Annual Meeting shall be counted as one of these meetings. Any Commissioner may request to the Executive Committee that an item be placed on the Commission agenda for the next Commission meeting.

X Section 2 Special Meetings

The Chair may call special meetings of the Commission whenever any five voting members of the Commission submit a written request to the Secretary/ Assistant Treasurer.

X Section 3 Annual Meeting

The Annual Meeting of the Commission shall be held during the month of June at a time and place to be selected by the Program Committee. The budget and the work plan for the coming year shall be voted on by the Commission at the Annual Meeting. Officers shall be elected at the Annual Meeting. At-Large members shall be appointed for the year at the Annual Meeting.

X Section 4 Meeting Procedures

A meeting notice and agenda shall be sent to all members of the Commission by the Secretary/Assistant. Treasurer or Executive Director at least seven calendar days prior to regular business meetings. Notice to the public shall be made in accordance with applicable State law. Meeting minutes shall be kept in accordance with applicable state law. A copy of the minutes of each business meeting shall be sent to each Commissioner at such time as notices are distributed for the next business meeting. A quorum of the Commission must be present for a business meeting to be held. Except where these bylaws otherwise provide, Robert's Rules of Order, As Revised, shall govern.

Article XI. COMMITTEES

XI Section 1 General

In general, each Committee is responsible for carrying out the Commission's charge to that Committee and shall report on a regular basis to the Commission. Each Committee will also deal with any matters specifically requested of it by the Commission. Each Committee may develop policy recommendations or action plans for consideration by the Commission.

- (a) The Commission establishes the Committee structure and defines the scope, purpose and tenure of each Committee.
- (b) The Commission, by majority vote, may appoint a member to any Committee.
- (c) Unless otherwise specified, Committees will consist of a minimum of three members and a maximum of seven members.
- (d) Commissioners who are not members of a Committee may participate in Committee deliberations within reason, but may not vote on Committee business.
- (e) Committee members shall serve until annual appointments are made by the Commission.
- (f) Members of the public may participate in Committee deliberations at the discretion of the chair or upon majority vote of the Committee.
- (g) All Committee meetings shall be conducted in accordance with applicable State law.
- (h) All Committees may enter non-public session as provided by applicable State law.
- (i) There shall be three types of Committees of the Commission.
- (j) Committees may establish Subcommittees when needed to complete work necessary to carry out their charges.
 - (i) Any subcommittee created will consist of at least three persons and,
 - (ii) Any subcommittee created will consist of at least one Commissioner of the Commission.

XI Section 2 Definitions

- (a) Standing Committees: are defined as ongoing Committees established through these bylaws. Standing Committees shall be comprised of Commissioners of the Commission.
- (b) Limited Duration Committees: are defined as Committees established for a limited duration for discrete purposes as determined by the Commission whose roles may also be defined by these bylaws.
- (c) Special Committees: are defined as Committees that have external mandates to exist or that may have obligations to other organizations, state or federal agencies.

XI Section 3 Standing Committees of the Commission

There shall be the following standing committees of the Commission: Executive Committee, Finance Committee, Regional Planning Committee, Personnel Committee and the Program Committee. All standing committees shall report out to the Commission on a regular basis. Standing committees may address requests of the Commission when directed and appropriate. Each committee shall caucus and elect a chair and a secretary from its members at the first meeting following the appointment of committee members. The Executive Director or his/her designee is a non-voting member of all standing committees.

XI Section 4 Executive Committee

a) Composition

The Executive Committee shall consist of the officers of the Commission and the chairs of the Personnel Committee, Regional Planning Committee and the Finance Committee. The Chair of the Commission shall chair the Executive Committee. When a chair of a committee is also an officer, a representative may be appointed by that committee to also sit on the Executive Committee.

b) Duties

The duties of the Executive Committee shall be to:

- i) Nominate committee members to the Commission;
- ii) Meet at least two weeks prior to any Commission business meeting, and additionally as needed and determined by the Chair or the Executive Committee;
- iii) Evaluate and supervise the Executive Director;
- iv) Recommend hiring and termination of Executive Director;
- v) Sets the agenda for the Commission business meetings;
- vi) Assist with developing and recommend the Work Plan to the Commission;
- vii) Authorize reimbursement of expenses incurred by Commissioners;
- viii) Approve unanticipated expenses between \$3,000 and \$10,000;
- ix) Recommend to the Commission all outside organization appointments;
- x) Authorize applications for funding;
- xi) Execute contracts that have been approved by the Commission as part of the Annual Work Plan; and,
- xii) Authorize the Executive Director to sole source purchases consistent with the Commission's Purchase Policies, not to exceed \$10,000.

XI Section 5 Finance Committee

The Finance Committee shall consist of at least five members. The duties of the Finance Committee shall be to:

- (a) Meet at least quarterly;
- (b) Report to the Commission on the organization's financial position at each Commission meeting;
- (c) Present a preliminary budget at a scheduled business meeting prior to the Annual Meeting;
- (d) Present a proposed budget to the Commission at the Annual Meeting;
- (e) Develop a budget that implements the Annual Work Plan;

- (f) Assess the financial position of the organization and make financial recommendations to the Commission;
- (g) Arrange for an annual audit, review the audit and present the audit to the Commission; and;
- (h) Review and make recommendations to the Commission on expenditures, contracts for work and financial implications of new staff; and,
- (i) Develop a policy that will manage reserve/investment funds.

XI Section 6 Regional Planning Committee

The Regional Planning Committee shall be comprised of a minimum of three members and a maximum of seven members. In addition, the Commission may appoint up to three alternate members. In the event that a member of the Regional Planning Committee is absent from a meeting, the Chair of the Committee may appoint an alternate member to sit in that member's place. In the event that a member of the Regional Planning Committee disqualifies himself/herself from the consideration of a particular matter, the Chair of the Committee may appoint an alternate member to sit in that member's place.

The duties of the Regional Planning Committee shall be to:

- (a) Meet as often as determined by the Committee;
- (b) Develop recommendations on policies or actions to present to the Commission;
- (c) Present proposed updates to the Regional Plan to the Commission;
- (d) Review Developments of Regional Impact (DRI) and approve formal responses to member communities;
- (e) Develop and update guidelines for communities to use when reviewing DRIs; and,
- (f) Develop procedures the Committee will use to respond to DRIs to be approved by the Commission.

XI Section 7 Personnel Committee

The duties of the Personnel Committee shall be to:

- (a) Meet as often as determined by the Committee;
- (b) Review and recommend to the Commission changes in personnel policies including benefits, staff organization and structure, job descriptions and compensation guidelines and related topics when appropriate;
- (c) The Joint Loss Management Committee shall be a subcommittee of the Personnel Committee and,
- (d) Act as the formal Appeal Committee for staff related appeals process as defined in the Staff Personnel Policies.

XI Section 8 Program Committee

The duties of the Program Committee shall be to:

- (a) Meet as often as determined by the Committee;
- (b) Develop topics for the programs with the goal of holding three programs annually;
- (c) Develop the Annual Meeting program;
- (d) Investigate and propose funding sources for program support;
- (e) Assist in developing strategies for increasing participation; and,
- (f) Seek input from the region for program topics.

XI Section 9 Limited Duration Committees of the Commission

Nominating Committee

The Nominating Committee shall consist of at least five members, representing five different municipalities or counties. The Nominating Committee shall meet prior to the Annual Meeting and shall send its recommendations to the Commission 15 days in advance of the Annual Meeting. The Nominating Committee shall nominate the officers and make recommendations for Members-at-large.

XI Section 10 Special Committees of the Commission

(a) Transportation Advisory Committee

The Transportation Advisory Committee (TAC) shall report to the Commission on a regular basis. The Bylaws of the TAC shall be incorporated by reference in these Bylaws. Where the Bylaws of the TAC and these Bylaws conflict or are silent, these Bylaws shall govern. The Statewide Transportation Improvement Program is incorporated by reference to these Bylaws.

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 each Commissioner and made available to the governing authorities of each member municipality and county.

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 state or local governments of the State of New Hampshire or to the federal government.

Article XV. INDEMNIFICATION

Pursuant to N.H. RSA 31:105 Indemnification of Damages, the governing body of the Upper Valley Lake Sunapee Regional Planning Commission authorizes the Commission to indemnify and save harmless for loss

or damage any full or part-time employee and any member or officer of the Upper Valley Lake Sunapee Regional Planning Commission from personal financial loss and expense including reasonable legal fees and costs, if any, arising out of any claim, demand, suit, or judgment by reason of negligence or other act resulting in accidental injury to a person or accidental damage to or destruction of property if the indemnified person at the time of the accident resulting in the injury, damage or destruction was acting in the scope of his employment or office.

Article XVI. SAVING CLAUSE

Any portion of these bylaws found to be contrary to law shall not invalidate other portions.

Article XVII. AMENDMENTS

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

XVII Section 1 Notification

That proposed amendments to these Bylaws shall be presented in writing to the Commission at least fifteen (15) days prior to the date of the Commission meeting at which they are to be discussed and voted on.

XVII Section 2 Approval

The Bylaws are amended by an affirmative vote of at least two-thirds of those attending the business meeting of the Commission.

XVII Section 3 Date of approval

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

as revised January 12, 2000

as revised August 21, 2002

as revised August 13, 2003

as revised September 20, 2006

as revised August 19, 2009

as revised February 22, 2012

as revised December 17, 2014

as revised October 14, 2015