

VERMONT ASSOCIATION OF PLANNING AND DEVELOPMENT AGENCIES

BYLAWS

ARTICLE	PAGE
I. NAME AND AUTHORITY	1
II. MISSION AND OBJECTIVES	2
III. MEMBERSHIP	2
IV. OFFICERS AND THEIR ELECTION	3
V. MANAGEMENT OF VAPDA AND DUTIES OF OFFICERS	4
VI. MEETINGS	4
VII. COMMITTEES	5
VIII. FINANCES	5
IX. AMENDMENTS	5

ARTICLE I - NAME AND AUTHORITY

Section 1. The name of the non-profit corporation shall be the Vermont Association of Planning and Development Agencies, Inc., hereinafter called "VAPDA."

Section 2. VAPDA is a non-profit corporation composed of the eleven Regional Planning Commissions of Vermont created and operating under the provisions of the Municipal and Regional Planning and Development Act, Title 24, V.S.A., Chapter 117, as amended from time to time.

Section 3. VAPDA shall manage its affairs in accordance with these Bylaws.

ARTICLE II - MISSION AND OBJECTIVES

Section 1. The mission of VAPDA is to increase the effectiveness of Vermont's Regional Planning Commissions, and public and private planning by the municipalities, Regions and the State of Vermont. To advance this mission, VAPDA will:

- a. Assist members in strengthening the capability of their member municipalities;
- b. Provide a forum to facilitate the development of ideas, the exchange of information, and coordination of programs among and between members in order to enhance the concept of regional planning and development;
- c. Stimulate, encourage, and sponsor education efforts for the general public, governmental agencies, Vermont Legislators and public and private organizations; and
- d. Undertake other related activities as determined by the members.

Section 2. VAPDA recognizes and respects the differences between the various geographical areas of the State and the responsibilities of each member, as a statutory organization of municipalities, to plan and implement according to policies and procedures which are considered appropriate for its region and consistent with statutory requirements.

ARTICLE III - MEMBERSHIP

Section 1. Voting membership in VAPDA shall consist of the eleven Regional Planning Commissions in the State of Vermont (hereinafter "Members") whose Representatives shall govern VAPDA.

Section 2. Each Member shall have one (1) regular Representative, being its Executive Director. An Alternate Representative may be designated by each Commission to serve in the absence of its regular Representative. Each Representative shall have one (1) vote.

Section 3. Annually, each current Member shall notify VAPDA of its designated Representatives. Alternate Representatives may be designated annually or otherwise as determined by the Member.

Section 4. VAPDA may, by majority vote of its Representatives, invite public agencies with compatible interests to become Associate Members. Each Associate member shall designate an Associate Representative to serve in a non-voting capacity. The purposes of Associate Members are to provide information of interest to VAPDA and to assist VAPDA in fulfilling its Mission and Objectives.

Section 5. Current membership status of Regional Planning Commissions will be maintained by the prompt payment of all dues and other special assessments established pursuant to these Bylaws.

ARTICLE IV - OFFICERS AND THEIR ELECTION

Section 1. The Officers of VAPDA shall be the Chair, Vice Chair, and Secretary/Treasurer.

Section 2. Officers shall be elected during the Annual meeting of VAPDA which shall take place during the month of June at a time and location selected by the Officers.

Section 3. At least forty-five (45) days before the Annual Meeting the Chair shall appoint a Nominating Committee of not less than three (3) Representatives.

Section 4. The Nominating Committee shall nominate one or more of the regular Representatives as candidates for each office.

Section 5. No later than fifteen (15) days prior to the Annual Meeting of VAPDA, the Nominating Committee shall issue a report of its nominees to each Member and each Representative.

Section 6. At the Annual Meeting the Chair of the Nominating Committee shall place its recommendations before the membership and shall invite nominations from the floor.

Section 7. Voting shall be by Representatives. In contested elections, voting will be by paper ballot. The nominee receiving a majority vote for each office shall be declared elected.

Section 8. The terms of office of all of the above described Officers shall be for two years beginning at the adjournment of the Annual Meeting at which such Officers are elected and ending at the adjournment of the second subsequent annual meeting. Officers of VAPDA shall not be eligible for re-election. However, Officers shall serve until their successors are elected.

Section 9. A vacancy in any office shall be filled by VAPDA at a regular or special meeting by vote of the Representatives.

ARTICLE V - MANAGEMENT OF VAPDA AND DUTIES OF OFFICERS

Section 1. The Chair of VAPDA shall preside at all regular meetings of VAPDA. In the absence of the Chair, the Vice Chair shall preside. In the absence of the Vice Chair, the Secretary/Treasurer shall preside.

Section 2. The Chair shall represent VAPDA at organizations and/or assemblies where attendance or participation is deemed necessary to further the mission and objectives of VAPDA, or the Chair may delegate this responsibility in individual instances to other Officers or Representatives, as deemed appropriate.

Section 3. The Chair shall appoint a Representative to take the minutes of each regular VAPDA meetings and such committee meetings as the Chair may designate. The Secretary/Treasurer shall prepare an annual financial report and proposed budget, which shall be distributed to the membership at least fifteen (15) days prior to the Annual Meeting. The Secretary/Treasurer shall also prepare and distribute a report of funds at the end of the fiscal year. The Chair shall distribute a calendar of regular meetings as needed.

Section 4. In addition to the officers, VAPDA may employ or otherwise designate a person or entity to assist in the management of its affairs and to represent the Association as directed by the Representatives.

ARTICLE VI - MEETINGS

Section 1. VAPDA shall hold regular meetings at least six (6) times a year at a time determined by the Representatives.

Section 2. Special meetings may be called by the Chair when deemed necessary or when requested by Representatives of three (3) or more Members. A minimum of 24-hour notice of special meetings shall be given to all Representatives.

Section 3. A quorum for any regular or special meeting shall exist when a majority of the Members have at least one Representative present.

Section 4. All meetings of VAPDA and its committees may be held any place within or outside of the State upon notice to its Membership. All meetings of VAPDA and its committees shall be governed by Robert's Rules of Order Revised whenever they are applicable and are not inconsistent with these Bylaws. All Meeting Minutes of VAPDA meetings will be posted on the VAPDA web site.

ARTICLE VII - COMMITTEES

Section 1. To carry out the mission and objectives of VAPDA, the Chair or Representatives may establish standing or special committees as deemed necessary.

Section 2. The Chair shall name the members and the Chair of each Committee, define the Committee's responsibility, and establish the time frame within which it shall operate. Committees may include Commissioners and staff of member Commissions who are not Representatives.

Section 3. The Chair shall serve as an ex-officio member of all committees established pursuant to this Article.

ARTICLE VIII - FINANCES

Section 1. VAPDA's fiscal year shall be July 1 through June 30.

Section 2. An annual budget shall be prepared by the Secretary/Treasurer, prior to the Annual Meeting. No later than fifteen (15) days prior to the Annual Meeting, the Secretary/Treasurer shall submit a proposed budget and recommendations, including dues and any special assessments to each Member for adoption at the Annual Meeting.

Section 3. If deemed necessary between Annual Meetings, VAPDA may levy special assessments against its members by formula determined by the Representatives.

Section 4. All dues and special assessments levied against Members shall be due and payable upon receipt of notice of such levy. Any Member delinquent in the payment of dues or special assessments more than forty-five (45) days shall be considered a non-current Member until all such delinquencies have been cured.

Section 5. All funds shall be deposited by the Secretary/Treasurer into a bank account insured by the FDIC as provided by law. Checks drawn against such funds shall be signed by the Treasurer.

Section 6. The Secretary/Treasurer shall be responsible for all state and federal tax filings and reporting, as necessary, and all lobbyist disclosure reporting and incorporation reporting to the Vermont Secretary of State.

ARTICLE IX - AMENDMENTS

Section 1. These Bylaws may be amended, supplemented, or superseded only by affirmative vote of not less than three-fourths (3/4) of the Representatives present and voting. Notice of proposed amendments shall be submitted in writing to each Member and each Representative at least thirty (30) days prior to the vote.

Adopted this 1st day of April, 2021