

BYLAWS AND RULES OF PROCEDURE FOR MISSISQUOI BAY BASIN WATER QUALITY COUNCIL

ARTICLE I LEGAL BASIS

Amendments to Title 10 V.S.A., Chapter 37, Subchapter 5, § 924, more generally known as the Clean Water Service Delivery Act, hereinafter called the Act, and the Clean Water Service Delivery Rule, hereinafter called the Rule.

ARTICLE II NAME

The name of this organization shall be the Missisquoi Bay Basin Water Quality Council ("BWQC"), hereinafter referred to as the BWQC or The Council.

ARTICLE III PURPOSE

The purpose of the BWQC is to accomplish the duties of a BWQC as detailed in the Act and Rule. The Department of Environmental Conservation (DEC) appropriates funds, by formula, to the Basin Clean Water Service Provider (CWSP) for projects to improve water quality in the Basin. The Council shall assist the CWSP in the prioritization of projects that may access these funds.

ARTICLE IV MEMBERSHIP

Section 401 Number

The number of BWQC members initially shall be nine, in accordance with the Act and Rule. Additional members may be added as allowed in the Act.

Section 402 Appointment

Representation on the BWQC shall be in accordance with the Act and Rule.

Section 403 Voting

At meetings of the BWQC, each Council member shall have one vote.

Section 404 Attendance

The Chair (elected as set forth below) shall notify the appropriate entity when any Council member fails to attend two consecutive meetings, excluding special meetings, without

notice. For the purpose of this section, appropriate entity is the applicable BWQC-appointing entity identified in statute.

Section 405 Eligibility for Office

Council members shall be eligible to hold any office of the BWQC subject to the conditions of Article VII.

Section 406 Alternates

BWQC member-appointing entities may designate one or more alternate statutory member(s) (“Alternates”) who may act in place of, or replace, an appointed member in the event of absence or disqualification of that appointed member. Alternate members shall be established at a meeting of the BWQC and may be changed with reasonable prior written notice to the BWQC and supporting Clean Water Service Provider (“CWSP”).

ARTICLE V ORGANIZATION

Section 501 Officers

The officers of the Council shall consist of a Chair and a Vice Chair.

Section 502 Meeting Convenor

In the absence or recusal of both the Chair and Vice Chair, meetings may be convened and/or presided over by the Executive Director of the NRPC or designee.

Section 503 Committees

The Council may by majority vote establish Committees to advance its work.

Section 504 Staff and Administrative Support

Staff and Administrative Support shall be provided to the Council by the Missisquoi Bay Basin CWSP, which is the Northwest Regional Planning Commission (NRPC). As the CWSP for the Missisquoi Bay Basin, the NRPC receives funding for these activities from the Vermont Department of Environmental Conservation (DEC).

ARTICLE VI ELECTIONS

Section 601 Nominations

In support of elections, a Nominating Committee made up of three Council members may

be appointed by the Chair at the regular meeting preceding the annual meeting. The Nominating Committee will prepare a slate of nominations for officers. This slate of nominations will be presented at the annual meeting. Additional nominations will be taken from the floor at the annual meeting.

Prior to the appointment of a Nominating Committee in any given year, the Council may vote to forego the establishment of a Nominating Committee in that year.

Section 602 Election of Officers

The officers shall be elected by the Council members present and voting at the annual meeting.

Section 603 Terms of Office

the terms of office for the Chair and the Vice Chair shall be 1 year, beginning immediately after the annual meeting. Officers shall hold office until their successors have been elected and installed. Council members may serve in an office for a maximum of three consecutive terms, beginning with their first election to the relevant office at an annual meeting.

Section 604 Vacancies

In the event of a vacancy in the office of Chair, the Vice Chair shall become the Chair. In the event of a vacancy in the office of Vice Chair, the vacancy shall be filled by election at the next regular meeting. The persons so elected shall hold office until the next annual election or until their successor is elected and installed.

ARTICLE VII DUTIES

Section 701 Council members

It shall be the duty of each Council member to make annual and periodic reports of the activities of the BWQC to the sector it represents.

Section 702 Chair

The Chair of the Council shall guide the planning and facilitation of BWQC meetings in coordination with the CWSP. The Chair may perform such other duties as customary to the office. The Chair shall cast a vote on all issues voted on at a Council meeting, unless the Chair wishes to abstain or has a conflict of interest. Whenever possible, the Chair will pursue decision making by consensus.

Section 703 Vice Chair

The Vice Chair shall act as Chair in the absence, recusal, or incapacity of the Chair.

ARTICLE VIII MEETINGS

Section 801 BWQC Meetings

The Council shall meet at least four times per year. Meetings will be held at a time and place to be determined jointly by the Chair and CWSP staff. Notification and conduct shall be in accordance with Vermont Open Meeting Law.

Section 802 Special Meetings

Special meetings of the Council may be called jointly by the Chair and CWSP staff. Special meetings shall be called if requested in writing by 5 or more Council members.

Section 803 Annual Meeting

The annual meeting shall be the first regularly scheduled meeting of the CWSP's fiscal year.

Section 804 Notice of Meetings

Notice of all regular and special meetings of the Board shall be distributed in accordance with Vermont's Open Meeting Law, with an agenda provided by the Chair or CWSP staff to all Council members.

Section 805 Minutes of Meetings

Minutes of all meetings of the Council shall be the responsibility the CWSP staff. Minutes shall be available in accordance with Vermont Open Meeting Law and provided to all Council members.

Section 806 Quorum

A quorum of the Council shall consist of five Members.

ARTICLE IX RULES OF PROCEDURE

Section 901 Decision making processes

The Chair shall rule on all questions of order or procedure. The Chair shall have the

authority to call the question and cease discussion or debate on a matter.

When motions and voting are required:

1. Motions shall be made in the affirmative;
2. The Chair has the same voting rights as other members and can make motions;
3. A second shall be required for a motion to have the floor;
4. All members present are expected to vote unless they have recused themselves or choose to abstain;
5. A member who wishes to abstain or intends to recuse him or herself shall so indicate, and his or her place during any vote shall be taken by the member's alternate, if present and able to vote.
6. For a motion to pass, it must receive the concurrence of a majority of the members of the Council.

Decision making by the BWQC shall operate following the current Roberts Rules of Order Newly Revised, unless inconsistent with the bylaws and rules of procedure of the BWQC or Vermont Statute. Decisions will be passed if a majority of the BWQC votes in favor of a motion; five of the current nine seated members.

BWQC members will thoughtfully consider each point raised during the initial discussion of a BWQC agenda item. When such consideration reveals substantial disagreement among members, the BWQC will allot one half-hour for dialogue aimed at addressing the disagreement. The time allotted for dialogue may be extended if a majority of the BWQC approves.

During the time allotted for dialogue, all BWQC members participating in a meeting will endeavor to reach agreement on a course of action. When pursuing a mutually acceptable solution, members will insofar as possible hold each other accountable, ensure all opinions are heard and considered, and demonstrate equity in the decision-making process. Simply put, they will demonstrate a commitment to building a productive and inclusive meeting environment.

The aim of the procedures outlined above is to support productive and inclusive-decision making without undermining the BWQC's effort to address the majority of items on any BWQC agenda. Note: The BWQC may move on from an agenda item without scheduling a dialogue if a motion is passed by a majority of the BWQC or if consensus is achieved without a vote.

Section 902 Meeting Agendas

Agendas shall be limited to three hours, unless by majority vote, an additional 30 minutes is allowed. Exceptions may be allowed, such as for time-sensitive matters that cannot be delayed. Business shall be conducted in the same order as it appears on the

agenda, except that by majority vote, the Chair may alter the order of items to be considered and/or the time allotted.

Section 903 Public Comment

The public will be afforded reasonable opportunity to give its opinion on matters considered by the Council so long as order is maintained. Public comment on issues discussed by the Council, if not offered during the open public comment period, may be offered at other times during the meeting relevant to the agenda item, when recognized by the Chair.

Section 904 Electronic Communications

Consistent with Vermont's open meetings law, E-mail, text message, or other similar forms of communication (E-communications) among a quorum of Council members may be used only for: 1. Scheduling and routine administrative matters, including the setting of the agenda; and 2. Distributing documents that will be discussed at a Council meeting, or otherwise made public.

Further, E-communications among a quorum of Council members may not be used for 1. Discussing or deliberating on Council business; and 2. Making decisions on Council business. E-communications between Council members and staff are public records.

ARTICLE X CONFLICT OF INTEREST

A conflict of interest is "an interest, direct or indirect, financial or otherwise, of a person or entity with ... BWQC decision making-role, or such an interest, known to such person, of a member of that person's immediate family or household, or of a business associate, in the outcome of a particular matter pending before the ... BWQC or which is in conflict with the proper discharge of the person's duties under this Rule."

BWQC members that propose to implement a clean water project must disclose any potential conflict of interest and shall recuse themselves from any BWQC decision making subject to that conflict. Notwithstanding these limitations, a BWQC member who is conflicted because they are a project sponsor may answer questions on the subject project in an open meeting of the BWQC.

ARTICLE XI AMENDMENTS

Upon the authorization of five or more Council members, an amendment to these bylaws shall be presented to the Council. Any proposed amendment to these bylaws shall first be sent to the Council members in preliminary form for consideration and comment for a period of not less than 21 days. Not later than 21 days after this period, the CWSP staff shall submit to the Council a report summarizing the comments received as well as any

CWSP recommendations.

Adoption of any amendment(s) shall require the affirmative vote of two-thirds of the Council members present and voting at a duly constituted regular meeting.

HISTORY OF ADOPTION AND AMENDMENT

Adopted June 29, 2022.

Amended November 2, 2022 (changed "minority" to "all").