



## NASHUA REGIONAL PLANNING COMMISSION

### BYLAWS

Amended and Approved June 15, 2011

#### ARTICLE I. NAME

The name of this public agency shall be the Nashua Regional Planning Commission, hereinafter referred to as the Commission.

#### ARTICLE II. PURPOSE

The Commission shall have the purposes, rights, powers, and duties as are conferred or imposed upon it by the regional planning provisions of Revised Statutes Annotated (36:45-53) and any amendments thereto; and as set forth in Section 9 of the Federal-Aid Highway Act of 1962, as amended, and Section 134, Chapter I, Title 23, U.S.C.

#### ARTICLE III. MEMBERSHIP

Commission membership shall be of those municipalities which have chosen to join the Commission in accordance with provisions of the Revised Statutes Annotated. Commissioners and Alternates to the Commission shall be elected or appointed according to provisions of the Revised Statutes Annotated by municipalities in the region; said appointment or reappointment to the Commission shall be certified by the member municipality. To fulfill the purpose and intent of the Commission's designation as the Metropolitan Planning Organization (MPO) for transportation planning in the region, membership shall include one representative each from the New Hampshire Department of Transportation, the Federal Highway Administration and the Federal Transit Administration. In the event a Commissioner or Alternate resigns, a copy of the resignation shall be filed with the Chairman of the Commission.

#### ARTICLE IV. OFFICERS

- A. General:** The Commission officers shall include a Chairman, a Vice-Chairman and a Treasurer who shall be elected at the Annual Meeting of the Commission and shall take office July 1 and serve until June 30 of the following year or until successors have been elected. No officer shall be eligible to serve more than two consecutive terms in the same office but may hold other offices at the will of the Commission. No individual shall hold more than one office at the same time.
- B. Election:** A Nominating Committee shall be appointed by the Chairman. Officers shall be nominated by the Nominating Committee and elected by a majority vote of the Commissioners present at the Annual Meeting. The Nominating Committee shall also nominate at-large members to the Executive Committee. A Nominating Committee shall remain in effect until its successor has been appointed.

- C. Vacancies:** In the event a vacancy occurs in any office during the term of office, the Nominating Committee in effect shall nominate a replacement to be voted on at the next meeting of the Commission to fill the unexpired term of office.
- D. Removal:** An officer may be removed for cause from office by a two-thirds vote of the Commissioners present at a meeting after a petition by five (5) members representing three (3) member municipalities has been filed with the Chairman and the officer concerned ten (10) days prior to the meeting.
- E. Chairman:** The Chairman shall preside at all Commission meetings. The Chairman shall call special meetings and shall have the right to vote on all matters which may come before the Commission. The Chairman shall be a member ex-officio of all committees except the Nominating Committee.
- F. Vice-Chairman:** The Vice-Chairman shall perform the duties of the Chairman in the event of the absence or incapacitation of the Chairman. If both the Chairman and the Vice-Chairman are not present at a meeting, a quorum of the Commissioners shall select a Chairman pro-tem from the members of the Executive Committee present.
- G. Treasurer:** The Treasurer, working with the Executive Director, shall oversee all financial matters of the Commission. The Treasurer shall provide, through the Executive Director, biannual reports to the Commission on the financial status of the Commission.
- H. Official Records:** The Executive Director shall be the Secretary and official keeper of the Commission records and shall not have a voting privilege.

## ARTICLE V. MEETINGS

- A. Schedule:** Unless otherwise specified by the Chairman of the Commission, meetings shall be held quarterly. The Chairman shall have the authority to call a special meeting. Special meetings shall also be held by petitions to the Chairman by five (5) Commissioners, on 48 hours notice. The purpose of the special meeting will be the only subject on the agenda. The Annual Meeting shall be held in June for the purpose of electing officers, adopting the annual operating budget and any other business that may come before the Commission. A Commission quorum shall consist of eleven representatives or duly appointed alternates.
- B. Order of Business:**
  - I. Call to Order.
  - II. Privilege of the Floor.
  - III. Approval of Minutes.
  - IV. Chairman's Report.
  - V. Regular Business.
  - VI. Other Business.
  - VII. Items of Information.
  - VIII. Commissioners' Roundtable.
  - IX. Adjournment.

All items on the agenda shall be given a separate number.

- C. Roll Call Vote:** A roll call vote shall be taken when called for by any Commissioner.
- D. Submittal of Additional Items:** All resolutions introducing new business and calling for action by the Commission shall be in writing and filed with the Executive Director no later than the 8<sup>th</sup> day preceding the date of the next Commission meeting. A Commissioner may also introduce new business at a meeting on which no action is called for at that meeting.
- E. Agenda:** The Chairman, after consultation with the Executive Director, shall decide what matters shall be placed on the agenda of the next meeting.
- F. Notice of Agenda:** The Executive Director shall send a copy of such agenda to all Commissioners along with accompanying materials and shall make copies of the agenda available to the press and to interested citizens who request them.
- G. Executive Director:** The Executive Director shall have the privilege of the floor at any time for the purposes of giving information to the Commission.
- H. Change in Order of Agenda:** The Chairman shall have the discretion to change the order of agenda items at any meeting.

#### **ARTICLE VI. COMMITTEES**

- A. General:** By a majority vote of the Commissioners present at a meeting, the Commission shall establish committees or subcommittees for such purpose and with such procedures as it deems necessary or desirable. A quorum for committee action shall be a majority of its members. Committees shall take action by vote of a simple majority of Commissioners present and constituting a quorum. Committees shall be advisory to the Commission.
- B. Executive Committee:** There shall be an Executive Committee which shall consist of the officers and six Commissioners at-large. Members shall be nominated for a three year term by the Nominating Committee and ratified by a majority vote of the voting members present at the Annual Meeting. Duly elected members of the Executive Committee shall serve for their three year term, or until they resign, and may be re-elected for an infinite number of terms. The Executive Committee shall conduct the affairs of the Commission at times when the Commission is not in session and shall report on its actions to the Commission at the next Commission meeting. The Executive Committee shall meet at least eight (8) times per year. Beginning with the annual meeting in 2011, election to the Executive Board shall be for a three year term. Those members of the Executive Board currently serving and elected prior to 2011 shall have their positions converted to a three year term. Those elected between 2003 and 2005 shall have their term expire in 2012. Those elected between 2005 and 2009 shall have their term expire in 2013. Those elected in 2009 shall have their term expire in 2012 and those elected in 2010 shall have their term expire in 2013. In the event that a vacancy occurs in one of the positions and that vacancy occurs between Annual

meetings, the executive board shall fill the position. Those appointed by the executive board shall serve until the next annual meeting of the commission at which time the nominating committee shall nominate someone for the Commission to elect for the balance of the term. The duties of the Executive Committee shall include the following:

1. In accordance with Article VIII D the Executive Committee shall employ auditors to conduct the annual audit of the books of the Commission and shall supervise the work of the auditors.
2. Oversee the administration of such personnel policies, administrative regulations, and financial procedures including the establishment of bond amounts for officers and staff, as may be needed within the pertinent General Statutes, federal requirements, the By-Laws, and the program and budget adopted by the Commission.
3. Consider and propose a budget for the work program, as prepared by the Executive Director, for approval to the Commission prior to July 1 of each year. During the course of the fiscal year, the Executive Committee shall review proposals for budget changes, amendments, and transfers of funds between accounts that may be made from time to time and shall have the authority to approve such changes, amendments, or transfers provided such changes, amendments or transfers do not increase the appropriations of the member municipalities of the Commission.
4. Review and approve procedures to be used in the purchase of supplies and equipment as well as the award of contracts and the expenditures of all Commission funds.
5. In accordance with the Personnel Policies of the Commission, have the authority to recruit, select and fix the salary of the Executive Director subject to approval by the Commission.
6. Have the authority to compensate Commissioners for attending to the proper business of the Commission.
7. In accordance with the Personnel Policies of the Commission, assist in maintaining administrative and disciplinary control over staff upon recommendations of the Executive Director.

**C. Transportation Technical Advisory Committee:** There shall be a Transportation Technical Advisory Committee (TAC) which shall consist of one technical or staff level representative from each of the Commission's member municipalities plus representation from the New Hampshire Department of Transportation, the New Hampshire Department of Environmental Services, the Federal Highway Administration, the Federal Transit Administration, and the

Nashua Transit System. The Transportation TAC shall meet at least six (6) times per year to ensure that transportation related decisions of the Commission are based on technically sound principles as well as community goals and objectives. The Transportation TAC shall make regular reports to the Commission. The duties of the Transportation Technical Advisory Committee shall include the following:

1. Render technical advice to the Commission regarding contemplated or ongoing projects in the form of written memoranda and presentations at Commission meetings.
2. Assist staff in identifying transportation issues in the region.
3. Provide recommendations to the Commission and the New Hampshire Department of Transportation on project funding priorities.
4. Make recommendations to the Commission regarding the utilization of the media to provide information which will keep the citizens of the region well informed of transportation plans and the planning process.
5. Organize workshops and public information sessions to provide opportunities for public input into the transportation planning process.

#### **ARTICLE VII. VOTING**

- A. General:** A majority vote of the Commissioners present, when a quorum has been established, is required to approve all formal Commission actions.
- B. Roll Call:** Any Commissioner may request a roll call vote on any matter.
- C. Comprehensive Master Plan:** The Comprehensive Master Plan, or any part thereof as required by RSA 36:47, shall be adopted by no less than eleven votes in the affirmative.
- D. Alternates:** An alternate shall have voting privileges in the absence of one or more of the Commissioners of the respective member.

#### **ARTICLE VIII. FINANCES**

- A. General:** Gifts, bequests or contribution, may be accepted at a meeting of the Commission, provided such gifts or contributions are to be utilized at the discretion of the Commission. Requests for grants-in-aid from the State or Federal government shall be approved by the Commission; approval of such requests shall include the authorization of the Executive Director to sign such agreements or contracts within the scope of the requests of the Commission. All expenditures in excess of \$1,000 (One Thousand Dollars) shall be authorized by the Chairman, Vice-Chairman, or Treasurer and the Executive Director;

expenditures of \$1,000 (One Thousand Dollars) or less may be authorized by the Executive Director, or in his absence, the Chairman, Vice-Chairman, or Treasurer and shall be within the terms of the Commission's budget. The Commission's fiscal year shall be from July 1 through June 30.

- B. Fixed Assets:** The Commission shall maintain an inventory of fixed assets. From time to time as necessary the Executive Committee shall designate the minimum value of items which shall be identified as fixed assets based on recommendations from the agency auditor. Purchases of durable goods over that minimum value shall be considered as fixed assets by the Commission and maintained in a fixed asset inventory by the Executive Director. They shall be depreciated on a straight line basis at a rate determined annually by the Commission's auditor.
- C. "In-Kind" Contributions:** The Commission may accept donations of time from individuals or property which may be considered for their cash value at the discretion of the donor and the Commission according to guidelines established by the Commission and consistent with appropriate state and federal rules governing such contributions.
- D. Annual Audits:** The Commission shall retain the services of a certified public accounting firm approved by the State of New Hampshire to conduct an annual audit of the Commission's financial records.

#### ARTICLE IX. EXECUTIVE DIRECTOR

- A. Appointment and Duties:** The Commission shall appoint an Executive Director to serve at its pleasure. The Executive Director shall:
  - 1. have charge of and manage the active business operations of the Commission and shall be the Chief Fiscal Officer;
  - 2. prepare the annual budget;
  - 3. be responsible for keeping expenditures and commitments within authorized appropriations and allocations;
  - 4. hire and supervise the Commission's staff, and shall evaluate, promote, demote and terminate personnel subject to the policies of the Commission;
  - 5. keep active accounts of all the property of the Commission;
  - 6. perform other duties incident to his office and such other duties as may from time to time be assigned to or requested of him by the Commission.
- B. Removal:** The Commission may remove the Executive Director by a majority vote of all Commissioners of the Commission.

## **ARTICLE X. PROFESSIONAL AND TECHNICAL ASSISTANCE**

Within the budget approved by the Commission, and in a manner prescribed by the Commission, other technical and clerical assistance may be employed to carry out the work of the Commission.

## **ARTICLE XI. AGREEMENT FOR COMMUNITY PLANNING SERVICES**

The Executive Director shall be authorized to undertake for the Commission special projects for member municipalities, the cost of which is to be paid by the municipality in accordance with agreements executed by the Executive Director.

## **ARTICLE XII. AMENDMENTS**

These By-Laws may be amended at any time by two-thirds (2/3) majority of the Commissioners present at a meeting at which a quorum has been established, providing that all Commissioners have been given at least seven (7) days written notice of the proposed amendment(s).

## **ARTICLE XIII. RULES AND PROCEDURES**

The rules contained in Robert's Rules of Order shall govern the Commission in all cases to which they are applicable.