

**BYLAWS OF THE
MONTACHUSETT REGIONAL PLANNING COMMISSION**

As Amended August 1, 2019

Article I: ORGANIZATION AND PURPOSE

1. Bylaws. This document shall be known as the “Bylaws of the Planning Commission of the Montachusett Regional Planning District.”
2. District Membership. The Montachusett Regional Planning District shall consist of the following cities and towns in Massachusetts:
 - a. Ashby, Ashburnham, Athol, Ayer, Clinton, Fitchburg, Devens, Gardner, Groton, Harvard, Hubbardston, Lancaster, Leominster, Lunenburg, Petersham, Phillipston, Royalston, Shirley, Sterling, Templeton, Townsend, Westminster, and Winchendon, and such other towns and cities as vote to become members of the District, are within the boundaries of the Montachusett Regional Planning Region as defined by the Massachusetts Department of Commerce and Development, and are accepted as members of the Montachusett Regional Planning Commission by a two-thirds vote, as provided in Section 3 of Chapter 40B, G.L.
3. Voting Members.
 - a. The Planning Commission of the Montachusett Regional Planning District shall consist of one member of the planning board of each city and town which is a member of the Commission, one alternate-member and Devens shall be allowed to have a non-voting representative, as follows:
 - i. Members from Municipalities. Each planning board of each city and town, which is a member of the Commission, who shall be elected by his/her planning board may elect a member to represent the respective community. His/her election shall be certified annually to the Commission by his/her planning board,
 - ii. Alternate-Members from Municipalities. There may be a designee, who may or may not be a planning board member, appointed annually by the Mayor in a city, confirmed by the Council, or by the Selectmen in a town, who may attend meetings of the Commission and who shall assume the rights and duties of the planning board member in his/her absence.
 - iii. The Devens Enterprise Commission shall annually appoint to the MRPC a non-voting, ex-officio member, subject to an annual affirmative vote of the majority of the Commission.

4. The purpose of this Commission shall be to prepare studies and plans designed to promote with the greatest efficiency and economy, the coordinated and orderly development and economic growth of the Planning Region and the general welfare and prosperity of its citizens.

Article II COMMISSION ORGANIZATION

1. Election of Officers of the Planning Commission that Serve on the Executive Committee.
 - a. Each year, in the month of June, the Commission shall elect from its members a Chairman, Vice-Chairman, Secretary, Treasurer, Assistant Treasurer and two at-large members, in accordance with the following procedures. The MRPC shall do so with the assistance from a Nominating Committee.
 - i. Duties of the Nominating Committee. The Nominating Committee shall review the qualifications and availability of Regional Planning Commission delegates and shall recommend at the regular May meeting a slate of officers for the coming year.
 - b. Makeup of the Nominating Committee. The Nominating Committee shall consist of at least three members, one of whom shall have served previously as an officer of the Commission.
 - c. Procedures for the Establishment of the Annual Ad-hoc Nominating Committee and the Election of the Members of the Executive Committee
 - i. March of Each Year: Call for Participation on the Nominating Committee.
 1. The Chairman shall call for nominations to the Nominating Committee at the March MRPC meeting.
 - ii. April of Each Year: Nominating Committee.
 1. A Nominating Committee shall be elected by the full Commission in the month of April.
 - iii. May of Each Year: Other Candidates May be Considered.
 1. The Nominating Committee shall present a slate of proposed members of the Executive Committee. Other delegates may be added to this slate as candidates for the various Commission offices and at-large positions by nominations from the floor of the May meeting of the Planning Commission.
 - iv. June of Each Year: Vote for the Slate of officers and at-large members who will then serve as the members of the Executive Committee for the following fiscal year.

The selection of Officers shall be by majority vote of those delegates present and acting at the June meeting of the Commission, a quorum being present. The Chairperson will appoint a successor to any vacancy that may occur on the Nominating Committee.

2. There shall be an Executive Committee of the MRPC. The members of the Executive Committee shall consist of the five Officers of the Planning Commission, plus two members of the Planning Commission “at large”. Its membership shall be established annually in accordance with the procedures as detailed, below.

- a. Executive Committee Powers. The powers of the Executive Committee shall be as follows.
 - i. Meet as needed to consider policy matters.
 - ii. Only when the regular meeting of the Planning Commission fails to achieve a quorum, and within the Regional Planning Law (MGL Chapter 40B, Section 4A) may the Executive Committee act on behalf of the Planning Commission, for the following purposes:
 - 1. Approving the warrant
 - 2. Reviewing and acting upon regional reviews
 - 3. Addressing other functions deemed critically important to the operation of the planning district, as needed.
 - b. Term of Executive Committee Members.
 - i. The effective term of newly elected MRPC officers will begin July 1.
 - c. Mid-term Vacancies on the Executive Committee.
 - i. In the case that any of the above positions become vacant, the Commission shall elect at its next meeting, a member to fill the position until the next annual election.
3. The duties of the elected officers of the Commission are as follows:
- A. Chairman.
 - a. The Chairman shall preside at all meetings of the Commission, and authenticate by his/her signature, when necessary, all the acts, orders and proceedings of the Commission.
 - B. Vice Chairman.
 - a. The Vice-Chairman shall act for the Chairman during his/her absence from the chair, and in the case of the position of Chairman becoming vacant shall act as Chairman in all matters until the position is again filled as set forth above.
 - C. Secretary.
 - a. The Secretary of the Commission shall be the recording officer of the Commission and the custodian of its records except such as are specifically assigned to others. These records shall be open to inspection by any member at reasonable times and where a committee needs any records for the proper performance of its duties, they shall be made available to its Chairman.
 - b. The Secretary shall keep a register of the members and call the roll when required; notify officers, committees and delegates of their election or appointment, and send out proper notices of all called meetings.
 - D. Treasurer.
 - a. The Treasurer of the Commission shall be the fiscal agent of the Commission, and it shall be his/her duty to keep proper financial records of the Commission and to carryout financial matters in accordance with Massachusetts G.L. Chapter 40B. The Treasurer may demand thirty (30) days notice thereof.
 - b. The Treasurer and Assistant Treasurer shall give the Commission bond, with a surety company, authorized to transact business in the Commonwealth as surety, for the faithful performance of their duties in such sums and upon such conditions as the Commission shall require.

- c. The Treasurer and the Assistant Treasurer (see titles and responsibilities below) shall co-sign checks. In the absence of either or both the Treasurer and/or Assistant Treasurer the Commissioners authorize the Executive Director and Transportation Director to sign the agency's two-party checks. In the absence of either the Executive Director or Transportation Director, then the remaining officers of the Commission are authorized to sign checks.

E. Assistant Treasurer.

- a. The Assistant Treasurer shall have the authority and power of the Treasurer and to act as Treasurer in his/her absence. The fiscal year of the Commission shall start on July 1 of each calendar year and end on June 30 of the following calendar year.

Article III. OUTSIDE ASSISTANCE

- A. The Commission may employ experts, clerical and other assistants for the furtherance of its purposes as set forth in the Bylaw and Massachusetts G.L. Chapter 40B.

Article IV. MEETINGS

- A. Meetings of the Commission shall be held monthly, except by vote of the membership. Special meetings may also be held at the call of the Chairman. The Secretary shall mail (via mail, email or fax) notice of all meetings to all members of the Commission at least five (5) days prior to such meetings.

Article V. VOTING PROCEDURES

- A. All official plans and recommendations of the Commission shall be adopted and may be added to or changed from time to time by a majority vote of the Commission and shall be public records. Voting on such adoption, addition, or change shall take place at a subsequent meeting from that meeting at which it is proposed. All other matters which require a vote of the membership shall be acted on only during those meetings at which a quorum is present. A quorum shall consist of at least six members of the Commission. However, a lack of quorum shall not prevent an officially called meeting from coming to order, making motions or the discussion thereof (in accordance with MGL Chapter 40B, Section 4).

Article VI. COMMITTEES

- A. The Commission may establish at any time special and standing committees. The members of and duties of such committees shall be clearly defined and recorded in the minutes of that meeting at which the committee is formed.

Article VII. COMPENSATION

- A. The members of the Commission shall serve without compensation. All Commissioners may receive payment for necessary expenses, including travel incurred in the

performance of their duties, within the most recent Personnel Policies and Employee Procedures Handbook of the MRPC.

Article VIII. AMENDMENTS TO THE BYLAWS

1. These Bylaws may be amended at any meeting of the Commission by a two-thirds vote of those voting, a quorum being present, provided that a proposed amendment, and notice of its pendency, has been sent (mailed, emailed or faxed) to all delegates at least one (1) week prior to such meeting. If an amendment is proposed at a meeting, voting on such amendment may not take place until the next meeting.