

Article I. General Information

Section 1. Name

This public body, established pursuant to Chapter 40B of the Massachusetts General Laws, shall be know as the MERRIMACK VALLEY PLANNING COMMISSION (MVPC). It may be hereinafter referred to as the “Commission.”

Section 2. Offices

The Commission shall establish offices within the Region.

Section 3. Enabling Legislation

The Commission is established in accordance with Chapter 40 B of the Massachusetts General Laws.

Section 4. Purpose

The general purpose of the Commission shall be to foster a cooperative effort among its communities in resolving common, regional problems, to allow its communities to plan jointly, and to promote with the greatest efficiency and economy the coordinated and orderly development of the region and the general welfare of its residents.

Section 5. Powers/Responsibilities

The general powers and responsibilities of the Commission include the following:

- a. To enforce the Bylaws of the Commission
- b. To adopt such policies, goals, and objectives as may be necessary to effectively carry out the purpose of the Commission
- c. To adopt a membership assessment schedule
- d. To adopt and amend Bylaws
- e. To initiate, advise, and aid in the establishment of cooperative arrangement among local governments in the Region
- f. To propose, initiate or approve any study, policy discussion, plan, or other Commission policy matters
- g. To resolve questions of membership
- h. To act as the areawide A-95 clearinghouse
- i. To make recommendations to any local governments or to other appropriate agencies or entities
- j. To enter into contracts for the performance of services or the implementation of plans previously prepared and adopted by the Commission or its constituent municipalities

Article II. Membership

Section 1. Area of Jurisdiction

The area of planning jurisdiction of the Commission shall consist of the following Massachusetts cities and towns:

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|---------------|-------------------|
| 1. Amesbury | 9. Methuen |
| 2. Andover | 10. Newbury |
| 3. Boxford | 11. Newburyport |
| 4. Georgetown | 12. North Andover |
| 5. Groveland | 13. Rowley |
| 6. Haverhill | 14. Salisbury |
| 7. Lawrence | 15. West Newbury |
| 8. Merrimac | |

Section 2. Admission to the Commission

Any city or town within the district area may by vote of its city council or town meeting apply for admission. Upon the affirmative vote of two thirds of the representatives of the cities and towns comprising the district, said city or town shall become a member thereof.

Section 3. Assessments

3.1 Regular

Each year, in the month of February, the Commission shall adopt a schedule of municipal assessments for the upcoming July 1 fiscal year. The schedule is to be based upon a per capita rate as authorized by Section 7 of Chapter 40B G.L. This per capita rate may be changed annually, as deemed appropriate by the Commission's governing body, within the limits that may be set forth by the laws of the Commonwealth.

3.2 Initial Payments by New Members

Each city or town which joins the Commission shall be charged an amount equal to one-twelfth the per capita rate established by the Commission, pursuant to Section 7 of Chapter 40B for the current year multiplied by the community's population according to the most recent federal census and multiplied by the remaining full months of the fiscal year.

Article III. Representation

Section 1. Commission Member

A Commission Member is defined as either a Commissioner or a duly appointed Alternate. All Commission members may be nominated for and elected to any office in accordance with the procedure established by these Bylaws.

All Commission members may serve on committees of the Commission, as stipulated in these Bylaws or at the discretion of the Chairman.

Section 2. Commissioners

Each member municipality shall be officially represented one delegate, hereinafter known as the “commissioner.” All elections or appointments of commissioners shall annually be certified in writing to the Commission by the electing or appointing authority.

2.1 Elected Planning Boards

In the case of municipalities with elected planning boards, each planning board shall annually elect a commissioner from among its membership. Said commissioner may be replaced by a two-thirds vote of his/her planning board before termination of his/her annual term.

2.2 Appointed Planning Boards

In the case of municipalities with appointed planning boards, the commissioner may be elected as provided above, or may be appointed by the board of selectmen or town council of a town or the mayor or city council of a city, as may be provided by local ordinance or bylaw.¹

2.3 Town of Andover

The Town Board of Selectmen shall appoint the town’s commissioner.²

2.3 Representative At Large

The Commission shall annually elect a Representative At Large who shall have full voting rights and who shall be representative of minority populations residing in the district³. An Alternate Representative At Large may also be elected.

Section 3. Alternates

There may be an alternate designee from each community. He/she must be a resident of the municipality he/she represents and shall be appointed by the mayor or city manager of a city, or by the board of selectmen or town manager of a town. The alternate shall assume the rights and duties of the commissioner in his/her absence.

¹ Chapter 535 of the Act of 1976.

² Chapter 246 of the Act of 1975.

Article IV. Officers

Section 1. Nominations

At least thirty (30) days prior to the first regular May meeting or prior to any meeting called for the purpose of electing officers, the Chairman shall appoint a Nominating

Committee, composed of three (3) Commission members. They shall, among themselves, elect a chairman. The entire Commission shall be notified of the membership of the Nominating Committee. It shall be the responsibility of the Nominating Committee to nominate at least one candidate for each of the following offices: Chairman, Vice-Chairman, Secretary, Treasurer and Assistant Treasurer of the Commission. The report of the Committee shall be sent to each member of the Commission at least five (5) days prior to the May meeting, or any meeting called for the purpose of electing officers. The above does not preclude, and the Commission encourages, nominations from the floor.

Section 2. Annual Elections

Annually, during the first regular meeting of May, the Commission shall elect a Chairman, Vice-Chairman, Secretary, Treasurer and Assistant Treasurer, whose term shall begin at the next regularly scheduled Commission meeting. The selection of officers shall be by majority vote of those members present. Should a combination of nominations by the Nominating Committee and from the floor exceed two (2), a runoff election shall be held to reduce the nominees to two (2). The two (2) candidates with the highest number of votes shall be the final candidates.

Section 3. Resignation of Officers

Officers shall submit written certification of resignation to the Commission within fourteen (14) days of such decision.

Section 4. Filling Vacancies

Vacancies shall be filled for the unexpired terms of an office by an interim election held not more than forty-five (45) days following the official written resignation or removal of the member regularly elected. Written notice of such interim election shall be given to each member at least seven (7) days before it is to be held. These vacancies shall be filled by nominations from the floor.

Section 5. Recall of Officers

Any officer of the Commission may be recalled upon the petition of ten (10) members, the holding of a hearing by the Executive Committee, a recommendation of removal by the Executive Committee, and finally, by the vote of two-thirds (2/3) of the full Commission at the Commission meeting held following the Executive Committee hearing. The reasons for the recall shall be stated in writing.

Section 6. Duties

6.1 Chairman

The Chairman shall designate the time and place of the MVPC Commission meetings, and with the help of staff, set the agenda. He/she may cancel regular meetings in accordance with these Bylaws. Special meetings shall be held at the call of the Chairman.

He/she shall open meetings at the time at which the Commission is to meet, by taking the chair and calling the members to order; call the roll; announce the business before the Commission in the order in which it is to be action upon (agenda); state and put to vote all questions which are regularly moved, or necessarily arise in the course of proceedings, and announce the result of the votes.

The Chairman at all Commission and Executive Committee meetings will have the privilege of discussing all motions before the body without vacating the Chair and shall be entitled to vote upon all such motions.³

The Chairman shall appoint from the membership, members of the following standing committees: Program, Finance, Personnel, Review, and Executive Committees.

The Chairman, upon his/her own initiative, or upon petition of two (2) member communities, shall, from time to time establish any special committees that he/she or the membership deems necessary; he/she shall appoint the members of said committee. The Chairman of each of each committee shall be elected by the constituent membership, unless these Bylaws specify otherwise.

The Chairman of the Commission shall act as Chairman of the Personnel and Executive Committees.

The Chairman shall restrain the members, when engaged in debate, within the rules of order; enforce on all occasions the observance of order and decorum among the members, and inform the assembly when necessary, or when referred to for the purpose on a point of order or practice.

The Chairman shall authenticate, by his/her signature, when necessary, all acts, orders and proceedings of the Commission and in general, represent and stand for the Commission, declaring its will, and in all things obeying its commands.

6.2 Vice Chairman

The Vice Chairman shall in the absence of the Chairman, perform all the duties and assume all responsibilities of the Chairman. In addition, the Vice Chairman shall Chair the Program Committee and shall be a member of the Executive Committee.

³ The word "Chairman" may be interpreted as either Chairman or Chairwoman as it does not denote gender in these Bylaws.

6.3 Treasurer

The Treasurer shall be the fiscal agent of the Commission. With the support of the MVPC staff, it shall be his/her duty to keep proper financial records for the Commission and to conduct the financial affairs of the Commission in accordance with Chapter 40B of the Massachusetts General Laws.

The Treasurer shall Chair the Executive Committee and shall be a member of the Executive Committee.

The Treasurer (and all employees and commission members who deal in financial matters) shall be bonded by a Uniform Liability Bond maintained by the Commission. He/she shall maintain in the name of the Commission a General Checking Account and membership in the Massachusetts Municipal Depository Trust (MMDT). He/she shall make payments of funds only from the General Checking Account upon a warrant signed by the Chairman which has been approved by at least a majority of the voting members present. In emergency situations, the Treasurer, in conjunction with either the Executive Director or the Assistant Treasurer may issue checks not to exceed an amount authorized by the full Commission. The Treasurer or the Executive Director shall report on the issuance of the emergency checks at the next regular Commission meeting.

6.4 Assistant Treasurer

The Assistant Treasurer, in the absence of the Treasurer, shall perform all the duties and assume all the responsibilities of the Treasurer. In addition, he/she shall be a member of the Finance Committee. The Assistant Treasurer (and all employees and commission members who deal in financial matters) shall be bonded by a Uniform Liability Bond maintained by the Commission.

6.5 Secretary

The Secretary, with the support of the MVPC staff, shall keep complete and accurate minutes of all official meetings held by the Commission. He/she shall read and verify all Commission meeting minutes by endorsing those minutes after they have been approved by the Commission.

The Secretary shall be a member of the Program and Executive Committees. The Secretary in the absence of the Chairman or Vice Chairman, shall call the meeting to order and shall preside until the election of a Chairman pro-tem, which shall be done immediately.

Article V. Committees

Committees shall be formed to prepare matters for action by the Commission. Committees may be Standing or Non-Standing.

All actions recommended to the full Commission shall be considered a motion and a second requiring only a majority vote (unless specified differently by these Bylaws) of

the Commission. In the instance where a Committee held a meeting with only one member in attendance, recommended actions shall be considered a motion only requiring a second by a commission member and a majority vote (unless specified differently by these Bylaws) of the Commission.

Section 1. Standing Committees

The term of Standing Committees shall be co-terminus with those of elected officers of the MVPC. Standing Committee members with the exception of the Executive Committee shall be appointed by the Chairman at the first regular meeting after elections.

1.1 Program Committee

The membership shall consist of the Vice Chairman of the Commission serving as Chairman, the Secretary of the Commission and three (3) members appointed by the Chairman of the Commission. The membership of the Committee shall elect by majority vote a Secretary to the Committee. The Program Committee shall be responsible for the establishment and monitoring of the overall work program of the Commission. Status reports on existing programs, as well as investigations to future programs, shall be within the purview of this Committee. Activities undertaken by the Program Committee shall be reported to the Commission by the Chairman of the Program Committee at the next regular Commission meeting.

1.2 Finance Committee

The membership shall consist of the Treasurer of the Commission serving as Chairman, the Assistant Treasurer of the Commission and three (3) members appointed by the Chairman of the Commission. The membership of the Committee shall elect by majority vote a Secretary to the Committee. The Finance Committee shall be responsible for maintaining financial control of the Commission's affairs. It shall be the specific duty of this committee to report to the Commission as a whole, current debt, cash flow, and all other matters pertaining to financial stability. Activities undertaken by the Finance Committee shall be reported to the Commission by the Chairman of the Finance Committee at the next regular Commission meeting.

1.3 Personnel Committee

The membership shall consist of the Chairman of the Commission serving as the Chairman, and two (2) members appointed by the Chairman of the Commission. The membership of the Committee shall elect by majority vote a Secretary to the Committee. The Personnel Committee shall be responsible for the confirming of personnel actions taken by the Executive Director, including the hiring and discharging of all employees. Additionally, the Personnel Committee shall recommend to the full Commission increases in wages recommended by The Executive Director. As stipulated in the "Personnel Policies and Practices", the Personnel Committee shall act on all grievances brought to them before a grievance is taken to the full Commission. Activities of the Personnel Committee

shall be reported to the Commission by the Chairman of the Personnel Committee at the next regular Commission meeting.

1.4 Executive Committee

The membership shall consist of the Chairman of the Commission as Chairman, the Vice Chairman of the Commission, the Secretary of the Commission as Secretary of the Committee, the Treasurer of the Commission, and one (1) member elected at-large from the Commission membership.

Actions taken by the Committee shall be in the name of and on behalf of the Commission. It is the intent of these Bylaws that the Executive Committee act in the name of and on behalf of the Commission during the months of July and August and in situations where the meeting of the Commission cannot be conveniently convened after duly called. The following actions may be taken by the Committee (but only if authorized by a two-thirds (2/3) vote of the Commission's total membership): Retention of consultants; the disbursement of Commission funds based upon a warrant approved by a majority of the Executive Committee; the borrowing of funds in anticipation of receipt of revenue; applications for federal, state and local aid; the preparation of review and comments on proposals of a regional or inter-community nature; requests for planning related advice; and the establishment of various technical advisory committees. Additional powers and duties may be delegated to the Executive Committee by a two-thirds (2/3) vote of the total Commission membership but in no event in contravention of Section 4A of Chapter 40B M.G.L.

Copies of the minutes of the Executive Committee meetings shall be distributed to all Commission members at least three (3) days before the next regular Commission meeting. Activities undertaken by the Executive Committee shall be reported to the Commission by the Chairman of the Executive Committee at the next regular Commission meeting. If the Executive Committee meeting was held less than three days before the next regular Commission meeting, minutes of the Executive Committee shall be distributed at the next regular Commission meeting. The Executive Committee may be dissolved or any of its powers terminated by a majority vote of the total Commission membership following thirty (30) days notice to the Executive Committee.

All Commission members will be notified in writing within two (2) days of the meeting date, when possible, of Executive Committee meetings. All Commission members are invited to attend an Executive Committee meeting. Every member entitled to a vote as set forth in Article VI. Section 5 of these Bylaws is entitled to vote at an Executive Committee meeting.

1.4 Review Committee

The membership shall consist of five (5) members of the Commission appointed by the Chairman of the Commission. The members of the Committee shall elect, by a majority vote, a Chairman and Secretary. The Review Committee shall be responsible for reviewing all proposals for Federal assistance submitted by any

federal, state or local agencies and/or groups whose activities affect the Merrimack Valley Planning Commission's region. The function of the Review Committee is for the Committee members to determine if the proposals being submitted for review are consistent with adopted Merrimack Valley Planning Commission goals and objectives. In addition, the Committee will attempt to determine whether or not the proposals being reviewed are duplicative of existing programs and, in general, whether the proposal is an appropriate expenditure of funds. Activities undertaken by the Review Committee shall be reported to the Commission by the Chairman of the Review Committee at the next regular Commission meeting.

Section 2. Non-Standing Committees

The Chairman, upon his/her own initiative, or upon petition of two (2) member communities shall, from time to time establish any special (non-standing) committee that he/she or the membership deem necessary; he/she shall appoint members of said committee. The Committee shall choose the Chairman and Secretary by majority vote of its membership. Activities undertaken by said Committee shall be reported to the Commission by its Chairman at the next regular Commission meeting.

Article VI. Meetings

The conduct of meeting of the Commission and its committees shall be governed by these Bylaws and by Robert's Rules of Order. In the event of conflict, provisions of the Bylaws shall prevail.

Section 1. Regular Meetings

Regular meetings of the Commission shall be held on the third Thursday of each month at the time and place designated by the Chairman in a notice of such meeting which shall be sent to the Town and City Clerks (in compliance with the Open Meeting Laws) and each Commissioner and Alternate at least five (5) days prior to each meeting.

Section 2. Special Meetings

Special meetings of the Commission shall be held at the call of the Chairman upon due notice thereof having been sent to the Town and City Clerks (in compliance with the Open Meeting Laws) at least two (2) days prior to such meeting. The Chairman must call a special meeting of the Commission within seven (7) days of the receipt of written request signed by two (2) or more of its members.

Section 3. Annual Meetings

Annual dinner meetings of the Commission shall be held in May, prior to the May Annual Election of Officers, the time and place to be designated by the Chairman by written invitation.

Section 4. Quorum

A quorum shall consist of one half of the membership of the Commission. Lack of a quorum shall not prevent an officially called meeting from coming to order, making or discussing motions, or passing by a majority of those members present a motion to continue said meeting at a later date. When a quorum is not present no vote shall be taken, except to adjourn.

Section 5. Voting

Every member entitled to vote at a meeting of members shall have one vote. Each question or resolution requiring a vote (with or without debate) shall, after being duly moved and seconded⁴ be put to a vote by the Chairman: "All those in favor say yes"; and after affirmative voice is expressed "all those opposed say no."

A majority of votes cast is sufficient for the adoption of any motion that is in order except in the following, which require two-thirds (2/3) of the votes cast for their adoption: To amend the Bylaws; to continue meeting after 11:00 p.m.; to suspend the Bylaws; to make special order; to take up a question out of its proper order; an objection to the consideration of a question; to extend the limits of debate; to close or limit debate; the previous question.

When a vote is taken the Chairman will announce the results: "The motion is carried – the resolution is adopted." Any member may challenge the vote. In this case, the Chairman will call the role by community: "All those in favor answer yes; all those opposed answer no", the votes are tallied; the results announced; the motion or resolution is carried or lost.

Section 6. Minutes

The Secretary, with the support of the MVPC staff, shall keep complete and accurate minutes of all official meetings held by the Commission; which minutes shall be prepared for Commission review and adoption, or amendment and adoption at a subsequent meeting. A complete file of all approved minutes, plans or recommendations shall be maintained at the Commission offices. Said file shall be a public record.

Section 7. Termination of Meetings

Meetings will terminate no later than 11:00 p.m. Only the subject being discussed at 11:00 p.m. may be considered beyond the hour. Continuation requires a two-thirds (2/3) vote of those voting members present. Any unfinished business shall be taken up at the next regular Commission meeting prior to new business and treated the same as if there had been no adjournment.

⁴ Committee matters calling for a vote constitute a motion and a second. In the instance of a Committee meeting held with only one member in attendance recommended actions shall be considered a motion only, requiring a second.

Section 8. Cancellation of Regular Meeting

Regular meetings may be cancelled by the Chairman upon two (2) days notice to those specified in Article VI. Section 1. provided there is no action pending with respect to official plans or recommendations of the Commission.

Section 9. Compliance with Open Meeting Law

All Commission meetings will be held in compliance with the Open Meeting Law of the Massachusetts General Laws Chapter 39, s.23A et Seq.

Article VII. Accountability to Member Municipalities

Section 1. Annual Report

The staff of the Commission shall annually prepare and distribute for the previous fiscal year a report to member municipalities, show the status of the Commission's plans, policies and recommendations. Said annual, report shall be submitted to the member municipalities in November following the close of the previous fiscal year.

Article VIII. Staff

Staff employment by the Commission is subject to the availability of funds and the staffing requirements of the Commission. Continued employment by the Commission is subject to the aforementioned and satisfactory performance of responsibilities on the part of the employees.

Section 1. Personnel Policies and Practices

The MVPC staff shall be governed by the "Personnel Policies and Practices," adopted by the Commission.

Article IX. Regional Plans and Policies

Section 1. Regional Goals and Objectives

The Commission shall adopt a set of written goals and objectives which are to be used as guidelines for formulating, adopting and implementing regional policies and plans. These goals and objectives may be amended by a majority vote of the total Commission membership. These goals and objectives will be reviewed and amended every three years. A copy of the most recent goals and objectives shall be maintained at the Commission offices.

Section 2. Voting, Adoption and Amendments

All official plans, policies and recommendations of the Commission shall be adopted and may be amended from time to time by a majority vote of the Commission membership

and shall be public records. Voting on such adoption or amendment shall take place at a subsequent meeting from that at which it is proposed. Before the adoption or amendment of any regional plan the Commission shall hold at least one public hearing. Notice of the time, place, and subject of such hearing shall be published at least once in a newspaper having substantial circulation in the region at least ten (10) days prior to such hearing. Written notice of such hearing shall be given to each planning board, board of selectmen, city council, municipal manager, commissioner and alternate.

Section 3. Memoranda of Understanding

The Commission shall, from time to time, enter into written memoranda of understanding (MOUs) with various parties as deemed appropriate by majority vote of the total Commission membership in order to promote more cooperative arrangements relating to the undertakings of the Commission.

Article X. Copies of Bylaws

A copy of the Bylaws of the Commission, including the most recent amendments, shall be maintained at the offices of the Merrimack Valley Planning Commission at all times.

Article XI. Amendments

These Bylaws may be amended at any regular Commission meeting by a two-thirds (2/3) vote of those present and voting, provided the amendment had been proposed at a prior Commission meeting, and further provided that a written copy of the proposed amendment and notice of its pendency has been sent to all Commission members at least ten (10) days prior to a the meeting at which the Bylaws will be acted upon.