

BYLAWS
BERKSHIRE REGIONAL PLANNING COMMISSION
Revised January 20, 1972
Second Revision February 21, 1974
Third Revision May 21, 1981
Fourth Revision February 20, 1997
Fifth Revision September 18, 1997
Sixth Revision September 20, 2007
Seventh Revision – May 21, 2009
Eighth Revision – November 21, 2013
Ninth Revision – July 16, 2015

A. Purpose, Powers and Duties of the Berkshire Regional Planning Commission

- A.1. The Berkshire Regional Planning Commission, hereafter referred to as the Commission, serves the cities and towns of Berkshire County and their common good through the provision of technical assistance, planning education, maintenance of a forum for the discussion of regional issues and the delivery of regional planning services. The Commission enables member cities and towns to jointly plan and promote, with the greatest efficiency and economy, the coordinated and orderly development of the area within its jurisdiction and the general welfare and prosperity of the citizens in accordance with Massachusetts General Laws (MGL) Chapter (c.) 40B, Section (§) 2. In addition, the Commission shall carry out such other functions and responsibilities specified in federal, state, and local laws, ordinances and regulations which do not conflict with the provisions of MGL c. 40B.
- A.2. All plans, resolutions and recommendations of the Commission that shall be adopted or shall be added to or changed, unless noted elsewhere in these by-laws, must be adopted or amended, as the case may be, by a majority vote at an official Commission meeting.
- A.3. The Commission shall make appointments to specified regional committees or authorities as required or requested by state, federal, regional or local entities.
- A.4. The Commission shall establish rules of procedure for its activities.
- A.5. The Commission may enter into contracts, purchase or lease office space, equipment or supplies and accept gifts and contributions.
- A.6. The Commission may employ staff, including an Executive Director, and experts to provide regional planning services.
- A.7. The Commission must adopt an annual budget showing all anticipated revenues and expenses for the coming fiscal year. Upon approval of the Executive Committee, the Treasurer may borrow in anticipation of revenues.
- A.8. The Commission shall submit an annual report to the cities and towns within the region showing the status of its plans and programs.

B. Jurisdiction and Membership

- B.1. Pursuant to MGL c. 40B, § 3, a planning district has been designated consisting of all of the cities and towns within Berkshire County. The planning district's jurisdiction is all of Berkshire County. Its cities and towns have all been admitted to membership in the planning district, whose governing body is the Berkshire Regional Planning Commission. The Commission consists of one member of the planning board of each member city and town, known as the delegate, elected annually by said planning board and certified in writing. Each city and town, acting through its Chief Executive official, may also appoint,

pursuant to MGL c. 40B § 4, an alternate designee, known as the alternate, to act in the delegate's absence.

B.2. The cities and towns admitted to membership in the planning district are:

Adams	Great Barrington	New Ashford	Savoy
Alford	Hancock	New Marlborough	Sheffield
Becket	Hinsdale	North Adams	Stockbridge
Cheshire	Lanesborough	Otis	Tyringham
Clarksburg	Lee	Peru	Washington
Dalton	Lenox	Pittsfield	W. Stockbridge
Egremont	Monterey	Richmond	Williamstown
Florida	Mount Washington	Sandisfield	Windsor

C. Election or Appointment of the Commission

C.1 The delegate from each member town or city shall be elected by its planning board or community development board annually, subsequent to town or city elections. The election of the delegate shall be certified to the Commission in writing by each local planning or community development board. If a planning or community development board fails to elect a delegate in any year, the previously named delegate shall continue to serve until a successor is elected as long as the delegate remains a member of the local planning or community development board.

C.2. Each town or city may also have an alternate, who may or may not be a planning board member, who shall be a resident of the city or town the designee represents and shall be appointed annually subsequent to city or town elections. The alternate shall be certified to the Commission by the Mayor in a city, confirmed by the council, or in a town by the Selectmen or in towns with a manager form of government by the Town Manager. The alternate may attend meetings of the Commission and shall assume the rights and duties of the delegate when the delegate is absent. If a town or city fails to appoint an alternate in any year, the previously named alternate shall continue to serve until a successor is appointed, provided they remain a resident of the city or town.

C.3. If a vacancy occurs during the year, the appointing board or official shall be notified and requested to fill the vacancy.

D. Commission Organization

D.1. Each year at the first meeting after July 1, but no later than August 31st, the Commission shall elect from among its membership a Chair, Vice Chair, Clerk, and Treasurer. If any of these positions becomes vacant, the Commission shall elect at its next meeting a delegate or alternate to fill the position until the next annual election. To insure continuity of operation, the Chair, Vice-Chair, Clerk, and Treasurer shall be eligible to continue to serve in that capacity, until the first meeting after July 1, even though they may no longer be an elected member of a planning or community development board or have been appointed as an alternate by the city or town.

D.2. All meetings of the Commission and its committees are subject to the Open Meeting Law: MGL c. 39 § 23A. Regular meetings of the Commission shall be held at least six times annually. Special meetings may also be held at the call of the Chair or at the call of a majority of the membership. Notices of all meetings shall be distributed to all delegates and alternates at least five calendar days prior to all meetings.

D.3. A quorum of the Commission shall consist of the duly named delegates or alternates from at least eight member cities and towns. Lack of a quorum shall not prevent the delegates or alternates at an officially called meeting from coming to order and discussing or passing

a motion to continue said meeting to a later time.

- D.4. The Conflict of Interest Law, MGL c. 268A, prohibits delegates or alternates from participating in any official action affecting their own financial interests, from using their position to obtain unwarranted privilege, or from acting in a manner that would cause a reasonable person to conclude that they can be improperly influenced or that a person could unduly enjoy their favor in the performance of their duties. During any Commission discussion, if any delegate or alternate believes the Conflict of Interest Law applies to them they are required to disqualify themselves from participation in the discussion and are required to leave the meeting room when the issue is under consideration.
- D.5. Each member city and town shall be accorded one vote to be cast by the delegate or, in the absence of the delegate, by the alternate. Decisions of the Commission shall be made by majority vote of those member cities and towns present and voting, with the exception of the adoption of a comprehensive plan of development. Adoption of a comprehensive plan of development shall be in accordance with MGL c. 40B § 5, and shall be by a majority vote of the delegates or alternates of the cities and towns which have been admitted to membership in the planning district.
- D.6. By a two-thirds vote of all of its member municipalities, the Commission shall vote annually to reconfirm the authorization of the Executive Committee to act in the name of and on behalf of the Commission. This authorization may be modified or terminated pursuant to MGL c. 40B § 4a.
- D.7. The Commission shall keep complete and accurate records of all official meetings in accordance with the Public Records Laws, including meeting minutes. Copies of any adopted resolutions shall become part of the minutes. Minutes shall be prepared for review and adoption, or amendment and adoption, by the Commission at its next regular meeting. The approved minutes shall be kept at the Commission office and shall be a public record.
- D.8. The Commission may establish at any time special and standing committees, which are empowered to make recommendations to the Executive Committee and the Commission. The members of such committees and their duties shall be clearly defined and recorded in the minutes of the meeting at which the committee is authorized. Each committee shall establish operating practices, keep minutes, and report their recommendations to the Commission or Executive Committee, as appropriate. Each committee shall have a chair, who shall be a delegate or alternate, appointed by the Commission Chair, subject to approval by the Commission, except that the Commission Chair shall serve as Executive Committee chair. The Commission Chair, in consultation with the committee chair, shall appoint members of committees, except that elected Commission officers are automatically members of the Executive Committee. Non-Commission members may be appointed to any committee, except the Executive Committee, when their participation would enhance the activities of a particular committee. Such non-Commission members shall be full voting members of the committee to which they are named, but they shall not make up a majority of the membership of any committee. To insure continuity of operation, committee members shall be eligible to continue to serve in that capacity until the first meeting after July 1, even though they may no longer be an elected member of a planning or community development board or have been appointed as an alternate by the city or town.
- D.9. Standing Committees of the Commission
 - D.9.1. The Executive Committee shall consist of nine (9) members. The members shall include all elected officers of the Commission, the chairs of all standing committees, and, in order to have an odd number of members, up to three (3) member(s) at large. At least one (1) member shall have knowledge of transportation issues. Member(s) at large are appointed by the Commission Chair,

subject to the approval of the Commission. A quorum of the Executive Committee shall consist of a majority of its members. The Commission Chair shall serve as Executive Committee Chair. The Executive Director of the Commission shall be an ex-officio non-voting member of the Executive Committee.

The Executive Committee shall formulate general programs for the Commission, in accordance with specific needs, plans and goals of the Commission. The Executive Committee shall report its actions at the next Commission meeting for Commission ratification. The Commission may endorse, modify or change any such action.

The Executive Committee shall meet monthly, or more or less frequently as necessary, and shall have the authority to act on behalf of the Commission between scheduled Commission meetings, subject to annual authorization by a two thirds ballot vote of the Commission. All delegates and alternates shall be provided a meeting notice and agenda of Executive Committee meetings at least five calendar days in advance of the meeting.

The Executive Committee shall have the following powers: disbursement of Commission funds based upon a warrant approved by the Executive Committee; borrowing funds in anticipation of revenue; authorizing signatory authority on checks; hearing and resolving personnel grievances; establishing personnel policies; authorizing applications for federal, state and local aid; seeking contributions; entering into contracts; approving comments on proposals of a regional or inter-community nature; approving submittal of comments for projects undergoing state or federal agency review; establishing policy for responding to requests for planning related technical assistance; authorizing planning services; and approving submittal of comments on legislation or regulations which affect the region or member municipalities.

- D.9.2. The Commission Development Committee shall consist of at least four (4) members. It shall consider Commission education, membership, structure, and process, including periodic evaluation of the performance of the Commission. Periodically, the Committee shall also review the Commission's bylaws to determine whether amendments are needed to enhance the operations of the Commission.

A nominating subcommittee of the Committee, comprised only of delegates and alternates and consisting of at least three members, shall recommend a slate of officer candidates for the next fiscal year. Such slate of candidates shall reflect the Commission's desire to rotate officers and be representative of all areas of the region. Such slate shall be provided to delegates and alternates at least 14 days prior to the first meeting after July 1 of each year.

- D.9.3. The Environmental Review Committee shall consist of at least five (5) members. It shall review projects requiring state or federal environmental permits. It may review requests for funding assistance from state or federal agencies and local land use actions for potential regional impacts and compliance with adopted regional plans. The Committee shall advise the Commission or the Executive Committee regarding its recommendations and requested conditions before a given project or action is approved or denied by state, federal, or local authorities.

- D.9.4. The Finance Committee shall consist of at least four (4) members including the Commission Treasurer who shall serve as Chair. It shall have oversight over the Commission's financial operations and shall review the annual audit. It shall recommend the per capita assessments of the member cities and towns for the next fiscal year and present such recommendation to the Commission for approval

no later than in February and shall recommend a full budget for the next fiscal year for Commission action prior to the beginning of the next fiscal year.

- D.9.5. The Regional Issues Committee shall consist of at least five (5) members. It shall provide recommendations to the Commission identifying regional issues facing Berkshire County. It shall provide recommendations on proposed state or federal legislation or regulations, make recommendations to the Commission concerning requests from municipalities for policy or guidance on regional issues and study regional issues and policies.

E. Duties of the Elected Officers of the Commission

- E.1. The duties of the elected officers of the Commission are as follows:

- E.1.1. The Chair shall preside at all meetings of the Commission and shall serve as Executive Committee Chair. The Chair shall serve as the Commission's representative to the Berkshire Metropolitan Planning Organization. The Chair shall appoint members at large to the Executive Committee and committee chairs. In consultation with the committee chairs, the Chair shall appoint the members of any special and standing committees, and shall be an ex-officio voting member of all committees. The Chair may execute contracts and other legal documents as authorized by and on behalf of the Commission, unless the Commission authorizes its Executive Director to execute said documents on its behalf.

- E.1.2. The Vice Chair shall assume the responsibilities of the Chair in the Chair's absence, with the exception of acting as the representative to the Berkshire Metropolitan Planning Organization, unless otherwise designated. If the position of Chair becomes vacant, the Vice Chair shall act as the Chair in all matters until the position is again filled as set forth in Section D.1 of these Bylaws.

- E.1.3. The Clerk shall call the roll and record the attendance of delegates and alternates at Commission meetings. The Clerk shall authenticate when necessary, acts, orders and proceedings of the Commission.

- E.1.4. The Treasurer shall be the Chair of the Finance Committee. The Treasurer's duties shall include keeping the Commission's financial records with appropriate assistance from the staff and being responsible for all financial affairs of the Commission in accordance with the requirements of MGL c. 40B. The Treasurer shall make an annual report to the Commission as soon as possible after the close of the fiscal year and at such other times as the Commission may request. The Treasurer shall give a bond for the faithful performance of his/her duties as surety in such sums and upon such conditions as the Commission may require with a surety company authorized to transact business in the Commonwealth. The Commission shall pay for the cost of the bond.

- E.1.5. The elected officers shall serve ex officio as members of the board of directors of the affiliated non-profit corporation.

F. Employment and Duties of Executive Director

- F.1. The Commission shall employ an Executive Director. The Executive Director shall serve as the Chief Administrative Officer of the Commission and is responsible for the administration and direction of the Commission staff, its activities and work programs. The Executive Director is accountable to the Executive Committee and Commission and shall perform his/her duties under policies established by the Commission in conformance with applicable laws and statutes.

- F.2 The Executive Director is responsible for hiring technical and clerical staff, as authorized by the Commission, and for related personnel management and administrative actions. The Executive Director may execute contracts and other legal documents as authorized by and on behalf of the Commission. A written description of the responsibilities of the position of the Executive Director shall be prepared by the Executive Committee. At least every five years the position description shall be reviewed and as necessary updated jointly by the Executive Committee and the Executive Director. In consultation with the Executive Director, the duties of the Executive Director may be modified by the Commission upon a majority vote of those voting at a regularly scheduled Commission meeting. On an annual basis, the Executive Director shall prepare a review of his/her accomplishments for the proceeding year and goals for the upcoming years as part of his/her performance evaluation by the Executive Committee.
- F.3 The Executive Director shall serve ex officio as a member of the board of directors of the affiliated non-profit corporation.

G. Amendments of the Bylaws

- G.1. These bylaws may be amended at any meeting of the Commission by a two-thirds vote of those voting provided that a copy of the proposed amendment, and notice of its pendency, has been sent to all Commission delegates, alternates, and chief executive officials of member municipalities at least one week prior to such meeting.
- G.2 In addition to an amendment (s) proposed by the Commission Development Committee, any delegate or, in their absence, alternate may propose an amendment at a full Commission meeting. Such proposed amendment, provided it receives endorsement by at least one quarter of those voting at the meeting at which it is proposed, shall be provided to each delegate, alternate and chief elected officials of member municipalities at least one week prior to the next full Commission meeting at which time members may vote on its adoption.