



COMMISSION BYLAWS

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COMMISSION BYLAWS

PURPOSE & SCOPE

This document has been adopted by the Central Massachusetts Regional Planning District Commission, hereinafter referred to as the Commission.

The purpose of the Massachusetts Regional Planning Law ([Massachusetts General Law Chapter 40B](#)) is to permit a city or town to plan jointly with cities or towns to promote with the greatest efficiency and economy the coordinated and orderly development of the areas within their jurisdiction and the general welfare and prosperity of their citizens. The purpose of the Commission is to assist in this effort.

The Commission shall have full responsibility for the approval of the agency's annual budget, local assessment schedule and regional plans which establish its policy on regional development matters and all other duties allowed by law.

The Commission, or the Executive Committee when delegated proper authority, may vote to undertake any other planning and management related activities. The Bylaws are intended to govern the operations and procedures of the Commission. In the event of any conflict between these Bylaws and the Massachusetts General Laws, or if the applicable laws are amended, the Commission shall comply with the current provisions of the Massachusetts General Laws. These Bylaws shall be interpreted and applied in a manner consistent with all relevant state laws as they may be amended from time to time.

SECTION 1: MEMBERSHIP

1.1 AREA OF JURISDICTION & SUBREGIONS

The area of planning jurisdiction of the Commission includes the following forty (40) municipalities which are divided into subregions as indicated*:

Auburn (SW)	Leicester (W)	Southbridge (SW)
Barre (N)	Mendon (SE)	Spencer (W)
Berlin (NE)	Millbury (SE)	Sturbridge (SW)
Blackstone (SE)	Millville (SE)	Sutton (SE)
Boylston (NE)	New Braintree (W)	Upton (SE)
Brookfield (W)	Northborough (NE)	Uxbridge (SE)
Charlton (SW)	Northbridge (SE)	Warren (W)
Douglas SE)	North Brookfield (W)	Webster (SW)
Dudley (SW)	Oakham (N)	Westborough (NE)
East Brookfield (W)	Oxford (SW)	West Boylston (N)
Grafton (SE)	Paxton (N)	West Brookfield (W)
Hardwick (W)	Princeton (N)	Worcester (CC)
Holden (N)	Rutland (N)	
Hopedale (SE)	Shrewsbury (NE)	

*Subregion abbreviations: N – North, NE – Northeast, W – West, SW – Southwest, SE – Southeast, CC – Central City

The boundaries of the subregions may be amended, enlarged, reduced, or altered from time to time by a two-thirds vote of the Commission membership.

1.2 ADDITIONS AND REMOVALS TO THE AREA OF JURISDICTION

[MGL c.40B §3](#) outlines the process of how municipalities can be added to or removed from the district.

1.3 REPRESENTATION

The representation of member municipalities of the Commission by Delegates or Alternates shall be constituted in the manner stipulated by [Chapter 578 of the Acts of 1972](#) as amended.

SECTION 2: COMMISSION ORGANIZATION

2.1 MEMBERS OF THE COMMISSION

All duly named Delegates and Alternates are members of the Commission, with all rights and privileges pertaining to the membership. Alternates shall have the right to vote at a Commission meeting in the place of an absent Delegate from the municipality that they represent.

2.2 ELECTED OFFICERS AND THEIR DUTIES

Chair

The Chair shall preside at all meetings of the Commission and of the Executive Committee. The Chair shall appoint the members of all special, standing, and technical advisory committees as authorized by the Commission or the Executive Committee. The Chair (or their designee) shall represent the Commission's interests at the Central Massachusetts Metropolitan Planning Organization (CMMPO) meetings.

Vice Chair

The Vice Chair shall act as the Chair during their absence, and if the position of Chair becomes vacant, shall act as Chair in all matters until the position is again filled.

Clerk

As required by [MGL c.66 §6](#), the Clerk of the Commission shall be responsible for the keeping of Commission records. The Clerk shall authenticate, when necessary, all the acts, orders, and proceedings of the Commission.

Assistant Clerk

The Assistant Clerk shall have the duties of the Clerk in their absence or inability to act.

Treasurer

The Treasurer of the Commission shall be the fiscal agent of the Commission. It shall be their duty to oversee the keeping of proper financial records for the Commission with appropriate assistance from the technical staff and to carry out financial matters in accordance with [MGL c.40B](#).

The Treasurer may disburse the monies received by the Commission based upon a “Warrant” approved by a majority of the Executive Committee at a duly called meeting of the Executive Committee for the Chair’s signature. The Commission may authorize by a majority vote of all members that the Treasurer pay regularly recurring items such as salaries, rent, utilities and health insurance without further approval by the Executive Committee. The authorization for such payments shall be renewed annually by the Commission, at its June meeting.

The Treasurer shall give a financial report annually to the Commission at the regular Commission meeting in November and at such other times as the Commission may desire, provided that the Treasurer shall be given 30 days’ notice of the request.

The Treasurer shall give the Commission a bond with a surety company authorized to transact business in the Commonwealth as security for the faithful performance of their duties in such sums and upon such conditions as the Commission may require.

Assistant Treasurer

The Assistant Treasurer shall have the duties of the Treasurer in their absence or inability to act. The Assistant Treasurer shall give the Commission a bond with a surety company authorized to transact business in the Commonwealth as security for the faithful performance of their duties in such sums and upon such conditions as the Commission may require.

2.3 ELECTION AND RECALL OF OFFICERS & SUBREGIONAL REPRESENTATIVES

Selection of Slate of Officers by Nominating Committee

The Nominating Committee shall consist of the Executive Committee and up to five (5) additional Delegates and/or Alternates as appointed by the Chair. The Chair will ask for members to express their interest in being considered at the January quarterly meeting. The Committee shall be appointed by March 1st and announced at the March quarterly Commission meeting.

The Nominating Committee shall recommend by the end of May a slate of officers for the coming fiscal year. Other Delegates and Alternates may be added to this slate as candidates for the various Commission offices by write-in on the ballot. In a case where someone elected by ballot is unable to serve or there was no one elected, nominations will be taken from the floor at the annual meeting.

Selection of Candidates as Subregional Representatives

At the March quarterly meeting, the Chair of the Commission will ask for volunteers to serve as Subregional Representatives for the coming fiscal year. Those willing will be placed on the annual ballot.

Method of Election

Each year in the month of June, the Commission shall elect officers from among its Delegate and Alternate members including a Chair, Vice Chair, Clerk, Assistant Clerk, Treasurer, and Assistant Treasurer. Additionally, the Commission shall elect a representative from each subregion and one at large member. A Commission member may not hold two positions on the Executive Committee.

A ballot may be mailed or emailed to the members in advance of the June Commission meeting. All ballots received at the meeting, by mail and email shall be tabulated at said June meeting and the results of the election shall be announced by the Clerk.

If any Executive Committee positions become vacant, the Chair, with the approval of the Executive Committee, shall appoint a replacement from among the Commission membership to fill the opening until the Commission's next annual meeting.

Recall of Officers

Any officer of the Commission may be recalled upon the petition of twenty (20) members, followed by an Executive Committee hearing and the Committee's recommendation, followed by the vote of two-thirds of all eligible voting Commission members present and voting at a Commission meeting. The officer shall receive a statement of charges at least five (5) days in advance of the Executive Committee hearing. The reasons for the recall shall be stated in writing and may include, but not limited to, actions designed to weaken or subvert adopted Commission policy.

2.4 MEETINGS OF THE COMMISSION AND NOTICES

Regular meetings of the Commission shall be held in September, November, January, March and an annual meeting in June on the second Thursday of the month except by vote of the Executive Committee. Meetings may be in person or virtual at the discretion of the Executive Director. Should an in person meeting cancellation be necessary, the meeting shall be changed to a virtual meeting or rescheduled at the discretion of the Chair in collaboration with the Executive Director. Special meetings may also be held at the call of the Chair or on the written petition of 25% of the eligible voting members of the Commission.

Posting of all Commission related meetings, including committees, will comply with Massachusetts Open Meeting Law as amended. The Commission's website (CMRPC.org) is

the official posting site. Required meeting materials will be sent to members with the same timeline as Open Meeting Law posting.

2.5 RULES OF PROCEDURE

These meeting procedures will be the same for the Commission, Executive Committee, Standing and Special Committees unless otherwise stated in the applicable section.

Quorum

- **Commission:** 25% of the duly named voting Delegates or Alternate designees acting in a Delegate's absence.
- **Executive Committee:** a majority of the membership of the Executive Committee.
- **Standing & Special Committees:** a majority of the membership of the Committee unless otherwise stated in the charge of the Committee.

In the case of virtual or hybrid meetings, virtual attendance by roll call is counted as being present. Lack of quorum shall not prevent an officially called meeting from coming to order for the sole purpose of calling a continuance and setting a future date by vote of the members present.

Parliamentary Procedures

Parliamentary procedures used during all meetings convened under this bylaw shall follow those in Robert's "Rules of Order" (Revised) with the exception of those items listed as follows:

- **Speaking Upon an Item:** The Chair may allow any Delegate, Alternate, technical staff member, or retained professional consultant, to speak upon an item on the agenda or in the committee's purview. At the discretion of the Chair, any speaker may be limited to holding the floor for five minutes in length. Others not listed above may be allowed to speak on an item at the discretion of the Chair and may be limited to holding the floor for two minutes in length.
- **Roll Call Votes:** Roll call votes may be requested upon the motion of any Delegate or in their absence the Alternate and the second of a Delegate or their Alternate. The Clerk or their designee shall then call the roll, recording ayes, nays, and abstentions, and such shall be reported to those present and also recorded in the minutes of the meeting. Roll call votes are required for virtual and hybrid meetings under Massachusetts Open Meeting Law.
- **Placing Items on the Agenda:** Items for discussion may be placed on the agenda by the Chair or the Executive Director, under the guidance of Open Meeting Law. Delegates and Alternates or public officials may submit items in writing to the

Executive Director up to one week before a duly called meeting. Any voter registered in a member municipality may have an item included on the agenda by submitting a petition to the Executive Director, signed by thirty (30) registered voters of the same municipality, at least one month before a duly called meeting of the Commission. The Chair shall have the prerogative of denying an agenda item if it is outside the purview of the Commission or Committee. The Chair shall have the prerogative of postponing the placing of an item on the agenda until the next meeting, if they deem the current agenda to be too lengthy. Items not reasonably anticipated by the Chair may be added to the agenda as prescribed by the Open Meeting Law.

Keeping of Minutes

The Executive Director will appoint a staff member to record minutes of Commission meetings. The Clerk shall be the custodian of the Commission records except those specifically assigned to others. The Executive Director shall be the custodian of the Executive Committee records. These records shall be maintained and available in accordance with [MGL c.40b §4a](#) and Open Meeting Law. Approved minutes shall be available on the Commission website.

Attendance

Attendance shall be taken at each meeting. Attendance by Delegates and Alternates shall be reported to the local Planning Boards, Select Boards, City Council and Municipal Managers each year.

SECTION 3: COMMITTEES OF THE COMMISSION

3.1 EXECUTIVE COMMITTEE

Method of formation, amendment of duties and termination

The Commission may establish, amend, or terminate an Executive Committee as permitted by [MGL c.40B §4a](#). The elected Commission officers, subregional representatives and one at-large member will form the Executive Committee.

The authority given to the Executive Committee to act on behalf of the Commission for any specific power or duty may be terminated according to the provisions of [MGL c.40B §4a](#).

Meetings

Meetings of the Executive Committee shall be held monthly except by majority vote of the committee members present and voting. Special meetings may be held by call of the Chair or by written petition of a majority of the Executive Committee members.

Actions That May Be Taken by Executive Committee

Actions taken by the Executive Committee shall be in the name of and on behalf of the Commission. Said actions shall include those permitted by [MGL c.40B §4a](#), if authorized by a two-thirds vote of the Commission's total voting membership.

Authorization to Sign Contracts

The Executive Committee may authorize the Chair of the Commission or its Executive Director or the Executive Director's designee to sign a contract on its behalf with the federal or state government, or with a member municipality, or a special district or nonprofit corporation within the Planning District for the performance of planning and/or planning-related services or studies as authorized by [MGL c.40B §7](#), within the limits of funds and technical staff available to the Commission for such purposes.

3.2 AUTHORIZATION FOR STANDING COMMITTEES

The Commission may authorize the establishment of ongoing standing committees as it may wish by a majority vote of its members present and voting. The charge of the proposed committee will be included in the meeting materials sent to members. The charge of the committee will include its purpose(s), number of members and the composition of the membership. Such standing committees may include, but shall not be limited to:

- Environmental Planning
- Transportation Planning
- Physical Development
- Southern Worcester County Economic Development Organization
- Personnel
- Legislative Affairs

The composition of such committees and their "charge" may be changed or the committee may be terminated with the same requirements needed for formation. The charge of a committee will be kept as an attachment to the Bylaws.

3.3 AUTHORIZATION FOR SPECIAL COMMITTEES

The Executive Committee may establish such special and technical advisory committees as it may desire by a majority vote of the members present and voting at a regularly called monthly Executive Committee meeting. The charge of the proposed committee will be included in the meeting materials sent to members. The charge of the committee will include purpose(s) and assigned task(s), the length of time the committee shall exist,

number of members and the composition of the membership. Such committees may include, but shall not be limited to:

- Bylaw Review
- Historic Preservation Planning
- Office Conditions and Location
- Governmental Services Review
- Nominating *see [Section 2.3 Election and Recall of Officers](#)
- Budget
- Awards

The composition of such committees and their “charge” may be changed or extended under the same requirements needed for formation.

3.4 MEMBERSHIP OF COMMITTEES

The Chair of the Commission shall appoint Commission members to the various standing, special, and technical advisory committees in the manner and numbers called for by the committee charge. Except for the Executive Committee, the Chair, if allowed or required by the charge, may appoint knowledgeable and interested non-Commission members when their participation would enhance the activities of the committee. Such non-Commission members shall be full voting members of the Committee to which they are named.

3.5 RULES OF PROCEDURE FOR STANDING AND SPECIAL COMMITTEES

Each committee shall elect officers and report their recommendations to the full Commission or to the Executive Committee as appropriate.

SECTION 4: ADOPTION AND AMENDMENTS OF REGIONAL COMPREHENSIVE PLANS

4.1 PREPARATION OF A REGIONAL COMPREHENSIVE PLAN AND/OR STUDY PLAN

The Commission shall prepare a Comprehensive Plan of Development, or, as a preliminary proposal, a Schematic Study Plan for the District for such parts thereof as the Commission may deem necessary and choose to do as authorized by [MGL c.40B §5](#). Such plans shall make recommendations for the physical, social, governmental and/or economic improvement of the District in whole or in part.

SECTION 5: ANNUAL REPORT

5.1 PREPARATION OF THE ANNUAL REPORT

The Commission shall report annually to the City Councils, and to the Town Meetings of the member municipalities, showing status of its plans and recommendations, as required by [MGL c.40B §5](#).

SECTION 6: FINANCIAL PROCEDURES

6.1 PREPARATION OF THE BUDGET

The Commission's annual budget shall be prepared by a special Budget Committee. At the January Executive Committee meeting the Chair will appoint the Executive Committee and up to four (4) additional Commission members to form the Budget Committee. In February, this committee shall commence its review of the expected financial conditions for the forthcoming fiscal year. In March the committee shall submit a recommended budget to the full Commission to be adopted, amended and adopted or rejected. Final action must be taken no later than the annual meeting in June. Adoption requires a majority vote of all members present and voting at a duly called Commission meeting.

6.2 ADOPTION OF MUNICIPAL ASSESSMENT SCHEDULE

Each year in January, the Commission shall adopt a schedule of municipal assessments for the forthcoming fiscal year. The schedule shall be prepared as authorized by [MGL c.40B §7](#). Adoption, amendment and adoption, or rejection of the schedule requires a majority vote of all members present and voting at a duly called Commission meeting. Member municipalities shall be notified of their assessment amount for the forthcoming fiscal year by the last day of February.

6.3 REVISIONS TO THE BUDGET

The Annual Budget may be revised during the course of the fiscal year. The Executive Director shall determine when such changes are necessary.

The Commission, upon recommendation of the Executive Committee, shall have authority to revise its budget when changes equal, or exceed, 25% of the total budget.

The Executive Committee shall be authorized to act upon the proposed budget changes if the changes are less than 25% of the total budget. Such action shall not require Commission approval.

6.4 PURCHASE AND/OR LEASE OF SUPPLIES, EQUIPMENT & SERVICES

The Commission shall follow procedures set forth in [MGL c.30B](#) (Uniform Procurement Act) for the purchase and/or lease of supplies, equipment and services.

SECTION 7: RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR

7.1 RESPONSIBILITIES

The Executive Director serves as the chief executive officer of the Commission and is responsible for the overall administration and direction of the Commission staff, its activities and work programs. The Executive Director is accountable to the full Commission and the Executive Committee and shall perform assigned duties under policies established by the Commission, in conformance with the laws and regulations of the Commonwealth of Massachusetts.

7.2 COMMISSION HANDBOOK

A Commission Handbook shall be developed by the Executive Director and Technical Staff. This handbook shall detail the authorities, responsibilities, and activities assigned to Commission members, and shall contain such pertinent historical, explanatory and operational materials as are deemed necessary. Those items which reflect Commission policy shall be approved by the Executive Committee. This handbook shall be updated as needed. The Commission Handbook shall be provided to all Delegates and Alternates upon notification of their being named to the position as well as upon revision of the Handbook. The Handbook will also be posted to the Commission website.

7.3 EQUAL EMPLOYMENT OPPORTUNITY / AFFIRMATIVE ACTION PROGRAM (EEO/AA)

In accordance with EEO/AA regulations, the staff will form an EEO/AA Committee. Comprised of the Executive Director, the Deputy Executive Directors and chaired by the EEO/AA officer, the committee shall conduct an annual review of the Commission's Affirmative Action Program and if necessary, recommend changes to the Executive Committee for its approval.

7.4 PERSONNEL REGULATIONS

The Executive Director shall review the Commission's Employee Handbook as needed and recommend changes to the Executive Committee for its approval.

SECTION 8: COMMISSION BYLAWS

8.1 CHANGES TO THE COMMISSION BYLAWS

These Bylaws may be changed by a two-thirds vote of those present and voting at a duly called Commission meeting, provided that the proposed changes to the Bylaws have been sent to all Commission members with the meeting agenda. Attachments to the Bylaws are for informational purposes and are not part of the Bylaws.