

**BY-LAWS**  
**OF THE**  
**SOUTHERN NEW HAMPSHIRE**  
**PLANNING COMMISSION**

**SECTION 4**  
**BY-LAWS**  
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**SECTION 4**  
**BY-LAWS**  
**OF THE**  
**SOUTHERN NEW HAMPSHIRE PLANNING COMMISSION**

**ARTICLE 1. NAME**

The name of this public agency shall be the Southern New Hampshire Planning Commission, hereinafter referred to as the "Commission."

**ARTICLE 2. AUTHORIZATION**

The authorization for the establishment of the Commission is set forth under the New Hampshire Revised Statutes Annotated, Chapter 36, Sections 45-53, and amendments and supplements thereto. Rights, powers, and duties are delegated to the Commission by the respective legislative bodies of the municipal and county members forming the Commission through adoption of ordinances or resolutions in accordance with the above-mentioned enabling law.

**ARTICLE 3. PURPOSE**

The purpose of the Commission shall be to guide, coordinate, and promote sound growth and development and to prepare, maintain, and encourage the implementation of a comprehensive plan for the Southern New Hampshire subregion; to serve as the resource agency and information clearinghouse for the Southern New Hampshire subregion; to assist local units of government with their plans and programs; and to establish a public information program in order to promote the health, safety, and general welfare of the inhabitants of the Southern New Hampshire subregion.

**ARTICLE 4. MEMBERSHIP**

*Section 1. Eligibility*

Cities, towns, and counties listed below, being in whole or in part within the Commission's planning area as established by the New Hampshire Office of State Planning, shall be eligible for Commission membership.

| <u>Cities</u> | <u>Towns</u> | <u>Counties</u> |
|---------------|--------------|-----------------|
| Manchester    | Auburn       | Hillsborough    |
|               | Bedford      | Merrimack       |
|               | Candia       | Rockingham      |
|               | Chester      |                 |
|               | Deerfield    |                 |
|               | Derry        |                 |
|               | Francestown  |                 |
|               | Goffstown    |                 |
|               | Hooksett     |                 |
|               | Londonderry  |                 |
|               | New Boston   |                 |
|               | Raymond      |                 |
|               | Weare        |                 |
|               | Windham      |                 |

Member municipalities and counties shall be those listed above, who, by ordinance or resolution adopted by their respective legislative bodies, agree to become members of the Commission and share in the financial responsibility of the Commission as set forth in ARTICLE 12.

Section 2. Representation

Each member municipality and/or county shall be entitled to representation on the Commission as provided in NH RSA 36:46, III, and any amendments thereto; however, voting eligibility shall be as provided in ARTICLE 6 of these By-laws.

Each dues-paying municipality shall become a member of and is entitled to 2 representatives to the Commission. A dues-paying municipality with a population of over 10,000 but less than 25,000 shall be entitled to have 3 representatives on said commission and a municipality with a population of over 25,000 shall be entitled to have 4 representatives on said commission. Population as set forth in this section shall be deemed to be determined by the last federal census. There shall be one county commissioner representing each county. Commissioners shall be nominated by the planning board of each dues-paying municipality and shall be appointed by the municipal officers of each dues-paying municipality. Representatives may be elected or appointed officials of the municipality or county.

Section 3. Membership Year

Municipalities shall be members of the Commission on an annual basis. The membership year shall extend from July 1 through June 30 of the succeeding year.

Section 4. New Dues-Paying Member Municipalities

Dues-paying member municipalities joining the Commission for the first time shall become active members with full representation and privileges effective immediately following the municipal action to join the Commission. Said new municipalities shall not, however, be eligible to receive full Commission services and voting privileges until the normal membership year beginning July 1.

Section 5. Certification

Appointments to the Commission shall be certified in writing by the member municipal or county officers who shall certify the term of each appointed representative according to the provisions of NH RSA 36:46, III, and any amendments thereto. In the event an appointed representative resigns, a copy of the resignation or a verbal communication may be established with the Chair or the Executive Director of the Commission.

Section 6. Alternates

The appointing municipal or county officials may designate alternates to serve in a Commissioner's absence. The maximum number of alternates that may be designated from a dues-paying member municipality and/or county shall not exceed the number of Commissioners that the municipality or county would be entitled to under the population formula defined in NH RSA 36:46, III.

The term of a designated alternate may be for one year or more. Alternates may participate in the Commission's activities and discussions; shall have a Commissioner's power to vote as provided in ARTICLE 6 of these By-laws, but shall not be eligible to hold any office of the Commission.

**ARTICLE 5. POWERS, DUTIES AND REQUIREMENTS**

Section 1. Powers of the Commission

The powers of the Commission shall be as authorized in NH RSA 36:45-53, and any amendments thereto.

Section 2. Powers of the Board of Commissioners

The Board of Commissioners of the Commission shall have and may exercise all of the powers of the Commission. It may exercise any and all powers granted to it by law, by these By-laws, or by any amendment to these By-laws.

The Executive Committee may, in the vacancy of the Executive Director position, terminate the services of any staff member by a majority vote of the entire Executive Committee.

Section 3. Duties

It shall be the duty of the Executive Committee to engage the services of an Executive Director and to employ such other personnel as may be deemed necessary and proper. The Board of Commissioners with a recommendation from the Executive Committee shall determine the compensation salary range for all employee positions.

Section 4. Attendance Requirement of Commissioners

If a Commissioner from a dues-paying member municipality or county is absent from three (3) consecutive meetings of the Commission with or without cause or being excused, or 40 percent or more of the meetings of the Commission during a membership year, the Commissioner will be considered "inactive" and will be presumed to have lost interest in the Commission. In such cases, the appointing authority shall be notified in

writing by the Executive Director at the end of the membership year or if that Commissioner is up for reappointment.

A Commissioner who cannot make a scheduled Commission meeting should notify the Executive Director or the Office Administrator prior to time and date of the scheduled meeting. The Executive Director will try to notify the municipality's SNHPC alternate of the pending absence prior to the time and date of the scheduled meeting.

The use of an alternate does not in any way relieve a Commissioner of attendance requirements.

## **ARTICLE 6. VOTING**

### *Section 1. Commissioners*

Each commissioner representing a dues-paying member municipality shall have one full vote.

### *Section 2. Alternates*

Designated alternates shall be eligible to vote in a Commissioner's absence.

### *Section 3. Procedure*

Voting shall ordinarily be by voice vote. Any member may request a roll call vote on any issue before the Commission, and the Secretary shall, in this event, keep a record of such vote as part of the minutes. The Chair may direct a vote by ballot.

### *Section 4. Special Circumstances*

In special circumstances, where the action of the Commission is required before a meeting may feasibly be held, the Chair may authorize a special mail, email or telephone ballot. A majority of the votes by said ballot shall authorize said action. A record shall be kept of the aye and nay responses to said ballot and shall be reported at the next regularly scheduled meeting.

### *Section 5. Suspension of Voting Privilege*

Upon vote of the Commission, the voting privilege of a dues-paying member municipality may be suspended for untimely payment of dues.

## **ARTICLE 7. OFFICERS AND STAFF**

### *Section 1. Officers*

The officers of the Commission shall include a Chair, Vice-Chair, Secretary, and Treasurer.

### *Section 2. Staff*

The staff of the Commission shall include an Executive Director and other necessary professional, technical, and administrative personnel as determined by the Board of Commissioners.

### *Section 3. Nomination of Officers and At-Large Members of the Executive Committee*

A Nominating Committee of three (3) shall be appointed by the Chair at least sixty (60) days in advance of the Commission's annual meeting. No more than one Commissioner on this Committee shall be from the same municipality.

The Nominating Committee shall nominate at least one candidate for each office of Chair, Vice-Chair, Secretary and Treasurer. The Committee shall also nominate one candidate for each of the at-large positions on the Executive Committee, for a total of thirteen members. (See Article 11, Section 1.)

The Nominating Committee shall select its candidates from among the representatives of the dues-paying member municipalities of the Commission except that alternates shall not be eligible to hold any office of the Commission.

Each dues-paying municipality is entitled to one representative to the Executive Committee.

The Nominating Committee will not propose a member of the Executive Committee who has served 8 years on the Executive Committee unless there has been a term break in service and assuming the Commissioner has been reappointed by their municipality. Those Executive Committee members who are "in chairs", that is, Chair, Vice-Chair, Secretary, and Treasurer are exempt until they have served or resign from the chair they occupy.

Nominations of Commission members for the aforementioned positions may also be received from the floor at the annual meeting, and be considered by the Board of Commissioners.



Section 4. Election of Officers and At-Large Members of the Executive Committee

The officers and the at-large members of the Executive Committee of the Commission shall be elected biennially by voice vote or written ballot at the August meeting of the Commission by a majority vote of the representatives of the dues-paying member municipalities present and voting. The results of the ballot shall be announced at the annual meeting.

Section 5. Terms of Office

The terms of all officers and at-large members of the Executive Committee shall be from October 1 through September 30. Officers and at-large members shall hold office until their successors are elected and installed. The terms of all officers and at-large members of the Executive Committee shall be for a two-year period, from October 1 through September 30.

The Chair shall be elected for a term of two (2) years, and may not serve more than two (2) consecutive terms in that office. The Vice-Chair, Secretary, Treasurer, and the at-large members of the Executive Committee shall be elected for a term of two years to run concurrently with that of the Chair and may be re-elected.

Section 6. Vacancies

The Chair, with the approval of the Executive Committee of the Commission, may temporarily fill vacancies in offices occurring between annual elections. Officers or at-large members so appointed will hold office only for the balance of the unexpired term until their successors are elected and installed. As used in the context of this section, the term officers shall be considered to mean Vice-Chair, Secretary, and Treasurer. In the event the office of Chair is vacated, such office shall be filled by the Vice-Chair for the remaining term of office.

Section 7. Duties of Officers and Staff

The Chair shall call meetings of the Commission, preside at these meetings, and except as otherwise provided, create and discharge committees. The Chair shall perform such other duties as are customary to the office and as may be assigned to Chair by the Board of Commissioners. In the absence or incapacity of the Treasurer, the Chair shall be authorized to sign any necessary checks.

The Vice-Chair shall have such powers as the Board of Commissioners or the Chair may assign to Vice-Chair. In the case of the absence or incapacity of the Chair to act, the Vice-Chair shall temporarily act in the place of the Chair.

The Secretary shall see that an accurate record of the proceedings of all meetings of the Commission is kept. The Secretary shall give notice of all meetings, and shall perform those duties normally incident to the office of Secretary and such other duties as may be assigned to the Secretary by the Chair or the Board of Commissioners.

The Secretary shall have the authority, subject to the approval of the Board of Commissioners, to delegate any part of the Secretary's duties and work to an employee of the Commission.

The Treasurer shall have full responsibility for the custody and safekeeping of all funds of the Commission and shall have charge of their collection, receipt and disbursement. The Treasurer shall keep full and accurate accounts of the transactions of his office and shall submit reports to the Board of Commissioners as they require. The Treasurer shall have the authority, subject to the approval of the Executive Committee, to invest surplus funds, and to delegate any part of the Treasurer's duties and work to the Commission's staff.

The Treasurer and other persons designated to sign checks shall be bonded for the faithful performance of their duties if and when so voted by the Board of Commissioners in an amount to be determined and approved by the Board. The premiums for such bond shall be paid from Commission funds.

The Executive Director shall be the Chief Executive Officer of the Commission and shall have the following duties and responsibilities:

- 1) Propose annually projects, programs and budget for the operation of the Commission.
- 2) Supervise and administer the Commission's work and direct all necessary public information programs.
- 3) Be responsible for keeping the Commission's records and for custody and preservation of all papers and documents of the Commission and make all such papers and documents available for public inspection upon written request.
- 4) Under rules and regulations established by the Commission, hire necessary employees, assign their duties and recommend the signing of contracts and approve all expenditures of the Commission consistent with ARTICLE 13, section 3.
- 5) Prepare and present to the Board of Commissioners monthly progress and financial reports and an annual report of the work and activities of the Commission.

- 6) Perform such other duties incident to his office and such other duties as relate to the functions of the Commission assigned to, or requested of, the Executive Director by the Commission.

## **ARTICLE 8. MEETINGS**

### *Section 1. Regular Meetings*

Regular meetings of the Board of Commissioners shall be held on the fourth Tuesday of every month. In the event of a conflict with holidays or other events, a majority vote of the dues-paying membership in attendance at any regular meeting may change the date of this meeting in conflict or may cancel it for a given month.

### *Section 2. Special Meetings*

Special meetings of the Commission may be called by the Chair. Special meetings shall be called whenever five (5) voting members of the Board of Commissioners request such special meeting in writing to the Chair.

### *Section 3. Annual Meeting*

The annual meeting of the Board of Commissioners shall be held during the month of September at a time and place to be selected by the Executive Committee.

### *Section 4. Meeting Notice*

A meeting notice and tentative agenda shall be mailed to all Commissioners and alternates by the Secretary or Executive Director at least ten (10) days prior to each meeting.

### *Section 5. Minutes of Meetings*

Minutes of all regular and special meetings of the Commission and committees thereof shall be taken by the Executive Director or his agent or Secretary and placed on file in the Commission's office. Such minutes are public records and shall be made available for inspection during regular office hours as required by statute.

### *Section 6. Quorum*

A quorum for the transaction of business at Commission meetings shall consist of the Commissioners of seven of the dues-paying member municipalities or their alternates.

### *Section 7. Open to Public*

All meetings or portions of meetings at which official action is taken shall be open to the general public in accordance with RSA Chapter 91-A.

**ARTICLE 9. ORDER OF BUSINESS**

*Section 1. Order of Business*

The following shall be the order of business at meetings of the Commission:

- a) Roll Call
- b) Action on Minutes of Previous Meeting
- c) Communications
- d) Reports of Officers and Committees
- e) Staff Reports
- f) Old Business
- g) New Business
- h) Adjournment

The order of business may be changed upon a motion duly made and carried. The number of votes necessary to transact business shall be three (3).

*Section 2. "Robert's Rules of Order—Revised"*

Unless otherwise specified, "Robert's Rules of Order—Revised" shall govern the proceedings at meetings of the Commission.

**ARTICLE 10. COMMITTEES**

*Section 1. General*

There shall be a Personnel Committee and a Budget Committee appointed by the Chair as standing committees. The term of office for such appointments will coincide with the Chair's term.

The Chair may appoint technical and operational committees for specific purposes as necessary.

Technical or operational committees shall not be policy-making bodies. Their purpose shall be to make recommendations in appropriate cases for further action by the Commission or the Executive Committee acting on behalf of the Commission.

The Chair may authorize Commission members or staff to collaborate with technical or operational committees created by agencies other than

the Commission to deal with specific problems or special areas of interest to the Commission. Membership upon such committees may be determined by the Commission and other agencies specifically concerned with the intended function of such committees.

## **ARTICLE 11. ADMINISTRATION**

### **Section 1. Executive Committee**

The Commission shall administer its own financial and operational affairs and hereby establishes an Executive Committee for this purpose.

The Executive Committee shall consist of thirteen members, including the Commission officers and/or one (1) at-large member from each dues-paying municipality.

Duly elected members of the Executive Committee shall serve until they resign, or their term on the Commission expires and they are not reappointed by their member community, or until they have served eight (8) consecutive years. Any member of the Executive Committee that serves eight (8) consecutive years must leave the Executive Committee for a term prior to reappointment.

#### **a) Officers of the Executive Committee**

1. Officers of the Executive Committee shall consist of a Chair, Vice-Chair, and Treasurer.
2. The Chair shall preside at all meetings. The Vice-Chair shall act for the Chair in the Chair's absence. The Executive Committee Chairmanship and Vice-Chairmanship shall be held by the Chair and Vice-Chair of the Commission. The Treasurer shall be the Commission's Treasurer.
3. The Executive Director shall record minutes and maintain records of the Executive Committee. Members shall be provided with notices and agenda at least ten (10) days in advance of the meeting.
4. The Treasurer shall supervise the maintenance of detailed records of income received and expenditures incurred by the Commission, and such records shall be audited annually, or more often if desired. The Treasurer shall present a monthly financial report for review by the Executive Committee.

#### **b) Executive Committee Meetings**

1. The Executive Committee shall meet at least monthly. The meeting time, date and place shall be set by the Chair or, in his/her absence, the Vice-Chair. No less than ten (10) days notice shall be given of any change in meeting time, date or place.
2. A quorum shall consist of Executive Committee members representing seven (7) of the dues-paying member municipalities.
3. In the event a quorum is unable to attend the scheduled meeting, the meeting date may be changed at the discretion of the Chair or, in his absence, the Vice Chair.
4. In special circumstances, where the action of the Executive Committee is required prior to the next regularly scheduled meeting, the Chair may authorize a special mail, telephone, or electronic ballot. A majority of the votes by said ballot shall authorize said action. A record shall be kept of the aye and nay responses to said ballot and shall be reported at the next.

**c) Executive Committee Order of Business**

The order of business at regular meetings shall be as follows:

1. Roll Call
2. Action on Minutes of Previous Meeting
3. Financial Report
4. Accounts Payable/Approval of the Warrant
5. Executive Director's Report
6. Old Business
7. New Business
8. Adjournment

The order of business may be changed upon motion duly made and carried.

**d) Powers and Duties of the Executive Committee**

1. The Executive Committee shall administer the financial and operational affairs of the Commission. A monthly financial report shall be submitted for its review. It shall review all expenditures for proper authorization, and payment of all bills shall be subject to its consideration and approval.
2. The Executive Committee shall recommend to the Commission for its approval an annual budget for its operations.
3. The Executive Committee may authorize contracts and budget allocations for the performance of services for municipalities.
4. The Executive Committee may recommend policy decisions to the Commission.
5. Approval by the Executive Committee shall be required for all contracts and agreements for services needed in the course of any planning program.
6. The Executive Committee shall serve as the review committee or appellate committee in the case of an employee grievance.
7. The Executive Committee shall have other duties and powers as shall be delegated to it by the Commission.

**e) Powers and Duties of the Personnel Committee**

1. The Personnel Committee shall annually evaluate the Executive Director's performance.
2. The Personnel Committee shall review and make determinations on personnel salary recommendations proposed by the Executive Director.
3. The Personnel Committee shall review all Personnel Policy considerations proposed by the Executive Director and make determination recommendations to the Executive Committee.
4. The Personnel Committee shall have other duties and powers as shall be delegated by the Board of Commissioners.

**f) Powers and Duties of the Budget Committee**

1. The Budget Committee, along with the Executive Director, shall annually develop the Commission's operating and capital budgets and make their recommendations to the Executive Committee and the Board of Commissioners for final adoption.
2. The Budget Committee shall review the monthly expenditures to assure expenditures are in accordance with budgetary appropriations.
3. The Budget Committee shall have other duties and powers as shall be delegated to it by the Commission.

## **ARTICLE 12. FEES**

### *Section 1. Schedule*

The Commission shall establish, annually, a schedule of fees to be charged each municipal or county member of the Commission. The fee schedule shall be established by November 1 each year and become effective the following January 1 or July 1, as the case may be.

### *Section 2. Regional and Local Planning*

Fees for the development and update of regional plans and technical assistance (basic) to local planning boards shall be charged on a per-capita basis figured on the most recent population estimates for municipalities as determined by the New Hampshire Office of State Planning under the provisions of NH RSA 78-A:25.

### *Section 3. Special Services*

Fees for special services shall be on a contract basis between the Commission and the municipality, county, or municipal planning board.

## **ARTICLE 13. FINANCES**

### *Section 1. Gifts, Bequests and Contributions*

Gifts, bequests and contributions may be accepted by the Commission or its Executive Committee provided that such are to be utilized at the discretion of the Commission.

### *Section 2. Grants-In-Aid*

Requests for grants-in-aid from the State or Federal government shall be acted upon by the Commission unless contained in the Commission's Annual Work Program approved by the Commission. Approval of all



grant-in-aid requests shall include the authorization for the Chair and Executive Director to execute the agreement on behalf of the Commission.

Contracts with State and Federal agencies will require a resolution adopted by the Commission.

Section 3. Contracts and Agreements

The Executive Committee may authorize the Executive Director to enter into any contract or execute and deliver any agreement or instrument on behalf of the Commission. The Executive Committee will approve all contracts over \$5,000 and contracts exceeding this amount will be submitted to the Commission for its approval.

Section (4). Expenditures and Disbursements

All expenditures, contracts for expenditures, and accompanying disbursements shall require two signatures of either the Chair, Vice-Chair, Treasurer or the Executive Director.

**ARTICLE 14. FISCAL YEAR**

The fiscal year of the Commission shall begin the first day of July and shall end on the last day of June of the following year.

**ARTICLE 15. AUDITS AND REPORTS**

The financial records of the Commission shall be audited on an annual basis by a Certified Public Accountant and a copy of such audit shall be submitted to each Commissioner and others as directed by the Chair.

**ARTICLE 16. DELEGATION OF AUTHORITY**

Review and comment procedures which normally fall within the purview of the Commission may be delegated to the Executive Committee or to the Executive Director.

**ARTICLE 17. PUBLIC INVOLVEMENT**

Section 1. General

To ensure that the plans, programs, and policies developed by the Commission are responsive to the objectives and values of the citizens affected by them, the Commission may use the following procedures as may be deemed appropriate.

Section 2. Technical Advisory Committees

Technical advisory committees may be organized by functional categories of the plan such as housing, intergovernmental relations, transportation, water supply and water pollution abatement, solid waste management, land use, etc.

Section 3. News Media

The news media may be utilized to provide public information programs to ensure that citizens are familiar with regional planning issues and programs.

Section 4. Public Informational Meeting

In addition to those required by law, the Commission may hold public informational meetings at which plans, programs, policies, and proposals may be presented for public reaction when it is determined by the Commission that such meetings will be in the public interest.

**ARTICLE 18. CONFLICT OF INTEREST**

Section 1. Disclosure

Any duality of interest or possible conflict of interest on the part of any Commission member, Executive Director, administrative staff member, employees, or their spouses or children shall be disclosed to the members of the Commission and made a matter of record when the interest becomes a matter of Commission action.

Any Commission member having a duality of interest or possible conflict of interest on any matter, whether through himself/herself or their spouses or children, will recuse themselves from discussions and voting regarding the subject.

**ARTICLE 19. INDEMNIFICATION**

Section 1. General

Each Commissioner and Officer of the Southern New Hampshire Planning Commission, the Executive Director, each employee, their heirs, legal representatives, executors and administrators, shall be indemnified by the Commission against all costs, expenses, judgments, settlements, fines, or penalties including counsel fees, reasonably incurred by, or imposed upon him or her in connection with or resulting from, any civil, criminal or administrative action, suit, or proceeding to which he or she may be exposed, by reason of his or her being or having been a Commissioner, Officer, Executive Director, or employee of the Commission, whether or not he or she continues to be a Commissioner, Officer, Executive Director or employee at the time of incurring such expenses. However, no such indemnification shall apply in relation to any

criminal matter in which he or she shall finally be adjudged to be guilty of the commission of a crime in the performance of his or her duty as such Commissioner, Officer, Executive Director, or employee.

The Southern New Hampshire Planning Commission may, acting through its Board of Commissioners, purchase insurance for the purpose of indemnifying its Commissioners, Officers, Executive Director, or employees to the extent permitted by law. Such insurance may, but need not, be for the benefit of all Commissioners, Officers, the Executive Director, or all employees.

**ARTICLE 20. AMENDMENTS**

The By-laws may be amended by resolution of the Board of Commissioners at any regular or special meeting thereof, provided that the following conditions have been met:

- 1) That proposed amendments to these By-laws shall be presented in writing to the Board of Commissioners by at least three (3) Commissioners representing at least three (3) member municipalities twenty (20) days prior to the date of the Commission meeting at which they are to be discussed and voted on.
- 2) That the motion proposing adoption of the amendment is voted in the affirmative by at least 2/3rds of the entire Board of Commissioners.
- 3) That the date of adoption must be included with any amendment to these By-laws.

**ARTICLE 21. REPEALER**

The By-laws of the Southern New Hampshire Planning Commission adopted January 20, 1967, as amended on December 28, 1982, as amended on August 27, 1996, and any other conflicting resolution adopted prior to the date of these By-laws are hereby repealed.

The undersigned, duly qualified and acting Secretary of the SNHPC, certifies that the above By-laws were adopted at a legally convened meeting of the Commission held on September 12, 2014.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Peter D. Capano, Chairman