

BY-LAWS
OF THE
SOUTHERN NEW HAMPSHIRE
PLANNING COMMISSION

BY-LAWS
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**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.

Status as a Metropolitan Planning Organization

In 1973, the Southern New Hampshire Planning Commission (SNHPC) was designated as a Metropolitan Planning Organization (MPO) and is responsible for maintaining a Continuous, Cooperative, and Comprehensive (3C) metropolitan transportation planning process in the region in accordance with the federal requirements outlined in 23 CFR 450. Because of this designation, the SNHPC serves a dual role as both a Regional Planning Commission and a MPO Policy Committee.

The boundary of the SNHPC MPO is defined as the 14 municipalities comprising the region as well as the portions of the federally-designated Manchester Urbanized Area (UZA) within the towns of Bow, Allenstown, and Pembroke. The representation, structure, purpose and duties of the SNHPC MPO are as further established in the MPO Prospectus. Unless in conflict with the MPO Prospectus, applicable provisions of these Bylaws shall apply to meetings and proceedings of the SNHPC MPO.

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	New Boston
	Derry	Weare
	Francestown	Windham

Membership in the SNHPC MPO Policy Committee

Each SNHPC Commissioner shall also serve as a SNHPC MPO Policy Committee representative unless otherwise directed by their appointing authority and shall have one vote in all MPO matters. Non-dues-paying municipalities shall be entitled to one voting representative on the MPO Policy Committee regardless of population size. Non-dues-paying municipalities may designate one alternate to the MPO Policy Committee.

In addition to duly appointed SNHPC Commissioners, voting representation on the SNHPC MPO Policy Committee shall include the following:

- Manchester Transit Authority (1 voting seat)
- New Hampshire Department of Transportation (2 voting seats)
- Town of Allenstown (1 voting seat)
- Town of Bow (1 voting seat)
- Town of Pembroke (1 voting seat)

Non-voting representation on the SNHPC MPO Policy Committee shall include the following:

- Central New Hampshire Regional Planning Commission (1 non-voting seat)
- Federal Highway Administration (1 non-voting seat)
- Federal Transit Administration (1 non-voting seat)
- Nashua Regional Planning Commission (1 non-voting seat)
- New Hampshire Department of Environmental Services (1 non-voting seat)

- Rockingham Regional Planning Commission (1 non-voting seat)
- Southwest Regional Planning Commission (1 non-voting seat)
- Strafford Regional Planning Commission (1 non-voting seat)

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. Voting Membership/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 municipality which shall become a member of a regional planning commission shall be entitled to 2 representatives on said commission. A 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. Representatives to a regional planning commission shall be nominated by the planning board of each municipality from the residents thereof and shall be appointed by the municipal officers of each municipality. Representatives may be elected or appointed officials of the municipality or county.

Section 3. Municipal 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.

Section 5. Certification of Appointment

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 and/ or the Executive Director of the Commission. The terms of office of members of a regional planning commission shall be for 4 years, but initial appointments shall be for 2 and 4 years. In municipalities entitled to 3 or more representatives, initial appointment shall be for 2, 3 and 4 years. Vacancies shall be filled for the remainder of the unexpired term in the same manner as original appointments.

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. When acting as the MPO Policy Committee, the duties and responsibilities of the MPO shall be as detailed in 23 CFR 450 and the SNHPC MPO Prospectus.

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.

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 Expectations of Commissioners

SNHPC Commissioners guide the Commission on land use and transportation planning initiatives for their fourteen communities and the region. Attendance to the meetings ensures that the work of the Commission can be successfully and efficiently be completed. Active membership is critical for the success of the Commission. All members and alternates are encouraged to participate. Ideally, members will participate in person, however, if for personal, health, or work related reasons a Commissioner (or alternate) cannot attend in person, they are encouraged to participate virtually.

A Commissioner who cannot make a scheduled Commission meeting is encouraged to notify the Executive Director or the Office Administrator prior to time and date of the scheduled meeting so that the community's alternate(s) can be notified. 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.

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 and shall be designated by the Chair at the opening of the meeting.

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.

Section 4. 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.

Section 5. Voting by Proxy

Voting by proxy is not allowed.

ARTICLE 7. OFFICERS AND STAFF

Section 1. Officers

The officers of the Commission shall include a Chair, Vice-Chair, Secretary, and Treasurer. The officers of the Commission shall include a Chair, Vice-Chair, Secretary, and Treasurer. The officers of the Commission shall serve in corresponding capacities for the SNHPC MPO Policy Committee.

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 fourteen 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 “officers 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 August 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 at the August meeting of the Commission by a majority vote of the representatives of the dues-paying member municipalities present and voting. In the event that the August meeting cannot be held, the vote shall take place at the annual meeting. The results of the election 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

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.

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 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 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 Committee may, in the vacancy of the Executive Director position, appoint an interim Executive Director from existing staff.

Section 8. Duties of the Executive Director

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 public 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.

Commission and MPO Policy Committee meetings may be combined. However, separate minutes shall be kept and separate voting and quorum requirements shall be observed for the respective portions of the meeting.

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 meetings 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. Electronic Participation in Meetings

The Southern New Hampshire Planning Commission, its Executive Committee, Technical Advisory Committee and any other committee or sub-committee that may be established shall allow one or more members of those bodies to participate in a meeting by electronic means of communication for the benefit of the public and the specific committee subject to the provisions of RSA 91-A:2, III.

Except in cases of emergency as defined in RSA 91-A: 2, III (b), a quorum of the Commission, Executive Committee, Technical Advisory Committee or any other committee or sub-committee shall be physically present at the location specified in the meeting notice as the location of the meeting.

To follow the provisions of RSA 91-A:2, III, if any Commission and/or committee member(s) participates in a meeting by electronic means, the following must occur:

1. Each member of the public body participating virtually must articulate for the minutes why they cannot physically attend the meeting (i.e. the member cannot participate due to work, health, or personal reasons);
2. Each member participating virtually must identify other persons present in the location from which the member is participating;

3. Each part of the meeting must be audible “or otherwise discernable” to the public at the location of the meeting, and
4. All votes taken during the meeting must be roll call votes recorded in the minutes.

Section 5. Meeting Notice

The Secretary or Executive Director shall develop a meeting notice and agenda and provide these items to all Commissioners and Alternates via email, or via US Post Office upon request. The meeting notice and agenda should be made available at least six (6) days prior to the scheduled meeting.

Section 6. 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 7. Quorum

The Southern New Hampshire Planning Commission, its Executive Committee and any other committee or sub-committee that may be established shall meet to conduct business only if a quorum of the public body is physically present for the meeting at the location specified in the meeting notice as the location of the meeting.

For the Southern New Hampshire Planning Commission, a quorum of the Commission shall consist of at least eight Commissioners or alternates from seven of the dues-paying member municipalities.

A quorum for the transaction of business by the SNHPC MPO Policy Committee shall consist of representatives of eight voting member entities.

For the Executive Committee, a quorum shall consist of at least one Commissioner from eight of the dues-paying member municipalities.

For any other committee or sub-committee including, but not limited to, the Budget Committee, the Personnel Committee, the Nominating Committee, a quorum shall consist of at least 51% of the total committee or sub-committee membership. (i.e. – A quorum of two for a committee of three; a quorum of three for a committee of five; a quorum of four for a committee of seven, etc.)

Section 8. 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.

Section 9 "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 9. COMMITTEES

Section 1. Standing and Other Committees

There shall be three standing committees: an Executive Committee, Personnel Committee, and a Budget Committee, the latter two as appointed by the Chair. The Chair may appoint additional ad hoc committees for specific purposes as needed, such as the Nominating Committee.

Two other committees required to ensure the success of the Commission and its administration are the Building Committee to review structural and facility issues as well as the Joint Loss Management Committee to review safety concerns and adhere to requirements of the NH Department of Labor. The Joint Loss Management Committee details are described in the SNHPC Personnel Policies and Procedures. 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 10. ADMINISTRATION

Section 1. Executive Committee

The Executive Committee shall be responsible for the governance of the Commission.

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 fourteen members, including the Commission officers and/or one (1) at-large member from each dues- paying municipality.

The Executive Director shall be responsible for the recording of minutes and maintain records of the Executive Committee. Members shall be provided with notices and agenda at least three (3) days in advance of the meeting.

a) 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 three (3) days' notice shall be given of any change in meeting time, date or place.
2. A quorum shall consist of Executive Committee members representing eight (8) 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 call a special or emergency meeting in accordance with RSA 91-A.

b) Powers and Duties of the Executive Committee

The Executive Committee shall administer the financial and operational affairs of the Commission. The Executive Committee shall review the monthly expenditures to assure expenditures are in accordance with budgetary appropriations. It shall review all expenditures for proper authorization, and payment of all bills shall be subject to its consideration and approval.

1. The Executive Committee shall recommend to the Commission for its approval an annual budget for its operations.
2. The Executive Committee may authorize contracts and budget allocations for the performance of services for municipalities.
3. The Executive Committee may recommend policy decisions to the Commission.
4. Approval by the Executive Committee shall be required for all contracts and agreements for services needed in the course of any planning program.
5. The Executive Committee shall have other duties and powers as shall be delegated to it by the Commission.
6. The Executive Committee shall determine the time and place for the annual meeting and establish the agenda for the meeting.

Section 2. 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 guide determinations on personnel salary schedule recommendations proposed by the Executive Director and forward recommendations to the Budget Committee.
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
5. The Personnel Committee shall serve as the review committee or appellate committee in the case of an employee grievance.
6. The Commission Chair or his/her designee shall be one of the members on the Personnel Committee.

Section 3. Powers and Duties of the Budget Committee

1. The Commission Treasurer or his/her designee shall be a member of the Budget Committee.
2. 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.
3. The Budget Committee shall have other duties and powers as shall be delegated to it by the Commission.

ARTICLE 11. 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 July 1.

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 *Planning and Development within the NH Department of Business and Economic Affairs (BEA)* under the provisions of NHRSA 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 other agency.

ARTICLE 12. 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 Executive Committee 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 Executive Committee.

Section 3. Contracts and Agreements

The Executive Committee may authorize the Executive Director to enter into any revenue contract or execute and deliver any agreement or instrument on behalf of the Commission. The Executive Committee will approve all contracts over \$10,000 and contracts exceeding this amount will be submitted to the Executive Committee for its approval. The Executive Committee shall be apprised of any revenue contract during monthly budget reporting review.

Section 4. Expenditures and Disbursements

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

ARTICLE 13. 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 14. 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 member of the Executive Committee and others upon request.

ARTICLE 15. 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 16. 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. Media

The news media and social media outlets 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 17. 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 18. INDEMNIFICATION

Section 1. General

Unless prevented by State or Federal law, each Commissioner and Officer of the Southern New Hampshire Planning Commission, the Executive Director, each employee, their heirs, executors and administrators shall be indemnified by the Commission against all costs, expenses, judgements, settlements, fines or penalties including counsel fees, reasonably incurred by, or imposed upon him or her in connection with or resulting from any civil 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 Commission, Officer, Executive Director or employee.

The Commission shall provide all Commissioners, Officers, Executive Director or employee with full indemnification from legal action as outlined in RSA 31:104; 31:105; 31:106 and 491:24 while in service to the Commission and acting within the scope of the position to which they were legally appointed to serve.

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 19. 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 20. 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 Chairman of the SNHPC, certifies that the above By-laws were adopted at a legally convened meeting of the Commission held on September 28, 2021.

12/2/21
Date

Peter Griffin
Peter Griffin, Chairman