

**BYLAWS OF THE**  
**SCENIC ROUTE 100 BYWAY STEERING COMMITTEE**

**INTRODUCTION**

The Vermont Transportation Board has designated VT Route 100 from Pittsfield to Andover as the Scenic Route 100 Byway.

The Scenic Route 100 Byway Steering Committee (hereinafter Steering Committee) has been formed to serve as the caretaker of The Scenic Route 100 Byway by ensuring that the Corridor Management Plan is executed, and corridor activities are monitored and implemented, in accordance with the VT Route 100 Corridor Management Plan completed in March 2011 as amended from time to time. (Hereinafter Management Plan).

These Bylaws, entered into on \_\_\_\_\_ by the Steering Committee, constitute the rules and procedures approved for the guidance of the Steering Committee in the regulation and management of its affairs.

**ARTICLE I – ORGANIZATION**

A. Name. The name of the organization shall be “The Scenic Route 100 Byway Steering Committee.”

B. Geographic Area. The Byway corridor designation of the Scenic Route 100 Byway Steering Committee spans from the northern border of Pittsfield to the southern border of Andover as defined in the Corridor Management Plan.

**ARTICLE II – DEFINITIONS**

A. Committee: The organization referring to The Scenic Route 100 Byway Steering Committee.

B. Corridor: The VT Route 100 highway right-of-way and the adjacent area that is visible from and extending along the highway. The distance the corridor extends from the highway could vary with the different intrinsic qualities.

C. Corridor Management Plan: A written document that specifies the actions, procedures, controls, operational practices, and administrative strategies to maintain the scenic, historic, recreational, cultural, archeological, and natural qualities of the scenic byway.

**ARTICLE III – PURPOSE**

A collaborative effort of the regional planning commissions, project steering committee, communities, and interested citizens and organizations developed goals and strategies to protect, preserve and promote the best qualities of the Scenic Route 100 Byway and to support improvements as appropriate. This Steering Committee was created to pursue implementing strategies throughout the corridor. The Committee will meet on a regular basis and may establish sub-committees to develop initiatives and projects to successfully fulfill the Byway’s goals and to ensure sustainability of the Byway efforts.

#### **ARTICLE IV – COMMITTEE COMPOSITION**

**A. Definition.** It is desired that the Steering Committee represent a broad cross section of interested residents, organizations, and businesses, as well as local, and regional governmental entities, within the area affected by the Byway. The Steering Committee shall be composed of representatives of the following organizations:

**One appointed member, and one alternate, appointed at discretion, representing each of the towns on VT Route 100 as appointed by their Selectboard:**

Town of Pittsfield  
Town of Killington  
Town of Bridgewater  
Town of Plymouth  
Town of Ludlow  
Town of Andover

**One member representing each of the Chambers of Commerce**

Okemo Valley Regional Chamber of Commerce  
Killington Chamber of Commerce

**One member representing each of the Regional Planning Commissions**

Rutland Regional Planning Commission  
Southern Windsor County Regional Planning Commission  
Two-Rivers Ottauquechee Regional Commission

**One member representing each of the following public entities:**

State Parks  
State Historic Sites

Each member shall be entitled to one vote, and shall inform the Secretary in writing of the name of the representative, and/or alternate representatives, authorized to cast its vote in Steering Committee meetings.

Steering Committee members may not fill two roles on the Steering Committee during any single year.

**B. Ex-Officio Members.** Government representatives and other representatives may be asked to participate in advisory roles, but such roles may have no direct votes. Ex-officio members may include but not be limited to:

Representatives from the Vermont Agency of Transportation  
Representatives from the Vermont Department of Tourism

**C. Powers and Duties of the Steering Committee.** The entire and complete management of the organization shall be vested in the Steering Committee. The powers conferred upon the Steering Committee are detailed in these Bylaws. The Steering Committee may delegate to the officers of the Steering Committee the powers and duties as it may see fit

in addition to those specifically provided in these Bylaws.

The Steering Committee shall have the following specific powers and duties:

- (a) Except as specifically limited herein, the power to form and amend the Bylaws of the Steering Committee.
- (b) Arrange for the annual financial statements of the Steering Committee.
- (c) Exercise all other powers provided in these Bylaws.

D. Term. Terms of Steering Committee members shall begin following the Annual Meeting at which they are appointed, or upon approval of the Selectboards in order to fill vacancies throughout the year. Appointments terms will be for two years. Any member may voluntarily terminate participation upon thirty (30) days written notice.

E. Quorum. The presence of a majority of members at any properly noticed meeting shall constitute a quorum to transact business. The act of a majority present at a meeting when a quorum is present shall be the act of the Steering Committee. Participation and attendance by conference call is permitted.

F. Voting. Public or formal resolutions, actions, activities, and financial investments of the Steering Committee shall be decided by a simple majority vote of the Steering Committee member representatives at any meeting duly called and convened at which a quorum is present. Each Steering Committee member shall be entitled to one (1) vote on each item of business. Voting by phone shall be permitted. (11B V.S.A. § 7.04).

Unless a majority of the voting power is present in person or by conference call, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the meeting notice. (11B V.S.A. § 7.22 (d))

G. Conflict of Interest. In order to assure the fairness and reasonableness of all contracts and transactions of the organization, no Steering Committee member shall vote on any contract or other business transaction in which the Steering Committee member, or any employee or family member of an employee, has a direct financial interest in the outcome. In the event that such a conflict of interest is known to exist, the Steering Committee member shall abstain from voting and such abstention shall be noted in the minutes with an identification of the member's conflict.

H. Termination of Steering Committee members. Membership in The Scenic Route 100 Byway may be terminated in the following circumstances:

1. For voluntary or involuntary dissolution of the member business, corporation, partnership, agency, organization, or other entity.
2. For failure to send a representative or an alternate to three (3) consecutive properly noticed meetings of the Steering Committee without prior indication of inability to attend, except in cases of illness, incapacity, or other special circumstances. In such cases, this action may be waived by an affirmative majority vote of the Members represented at any regular meeting or special

meeting called for that purpose.

## **ARTICLE V – OFFICERS**

The Officers of the Steering Committee are responsible for maintaining fiscal stability and operations of the organization and representing The Scenic Route 100 Byway to the public. Officers shall include Chair, Vice Chair, Secretary, and Treasurer.

A. Chair. The Chair shall convene regularly scheduled meetings, and shall preside or arrange for other officers to preside at each meeting. The Chair has and shall exercise general charge and supervision of the affairs of the organization and shall perform such other duties as may be assigned to him/her by a majority vote of the Steering Committee. The Chair shall be the principal executive officer of the Steering Committee.

B. Vice Chairman. At the request of the Chair, or in the Chair's absence or disability, the Vice Chair shall perform the duties and possess and exercise the powers of the Chair; and to the extent authorized by law, the Vice Chair shall have such other powers as may be assigned to him/her by a majority vote of the membership.

C. Secretary. The Secretary shall have general charge and supervision of the correspondence of the organization to include notification of meetings and distribution of copies of minutes and agendas. The Secretary shall sign such papers pertaining to the organization that he/she may be authorized or directed to sign by the membership. The Secretary shall have custody of these documents, though they remain the control of the Steering Committee.

D. Treasurer. The Treasurer shall have custody, though they remain the control of the Steering Committee, of all funds, property, and securities. When necessary or proper, he/she may endorse for collection, on behalf of Steering Committee, checks, notes, and other obligations and shall deposit the same to the credit of Steering Committee at such bank or banks or depository as the membership may designate. The Treasurer shall sign all receipts and vouchers and, together with one other officer, shall sign all checks of the Steering Committee.

E. Elections of Officers. Officers shall hold office from the date of their election for the next two years. Election of Officers will occur as the first item of business at the Annual Meeting of the Steering Committee. Officers shall be elected by a simple majority vote of the current Steering Committee.

F. Terms. Officers shall be elected to hold office for a term of two (2) years, but are eligible for re-election for one additional consecutive term. Staggered terms are desirable.

G. Compensation. No Officer shall receive compensation other than reimbursement of Steering Committee-related expenses incurred.

H. Vacancies. Any vacancy occurring in an Officer position between Annual Meetings shall be filled by a vote of the majority of the Steering Committee. Vacancies shall be filled only for the remainder of the term of the Officer being replaced.

I. Removal from Office. Any Officer may be removed from office as a result of failure to fulfill the duties of said office or for conduct detrimental to the best interest of the organization. Said removal will result following a vote by 2/3 of the Steering Committee.

## **ARTICLE VI – MEETINGS**

Annual Meeting. The Scenic Route 100 Byway Steering Committee shall hold an Annual Meeting in June. During the Annual Meeting Officers will be elected and a budget for the succeeding year will be considered. The Officers shall select, and announce to the Steering Committee, the specific date, time, and place for such an Annual Meeting at least thirty (30) days in advance. Failure to hold the Annual Meeting at the designated time shall not cause a forfeiture or dissolution of the organization, provided that an alternative date and time is specified to the membership.

Regular and Special Meetings. Regular meetings of the Steering Committee shall be held no less than quarterly for a total of four (4) times annually. The dates and times of regular meetings shall be determined by the Executive Committee. Special meetings to address urgent issues may be scheduled at any time at the discretion of the Executive Committee.

Notice of Meetings. Notice of regular meetings shall be given by mail or electronic mail to each Steering Committee member in compliance with the Open Meeting Law 1 V.S.A. § 312.. The notice shall specify the time, place, current Steering Committee members and agenda for all such meetings.

Public Access. All Steering Committee meetings and activities shall be open to the public

## **ARTICLE VII – COMMITTEES**

A. Executive Committee. An Executive Committee, shall be comprised of the elected officers of the Steering Committee (Chair, Vice Chair, Secretary, and Treasurer) plus the Chairs of any additional committees or subcommittees created. Actions may be taken by the Executive Committee with the approval of a simple majority of Executive Committee members. Duties of the Executive Committee:

- Setting the Agenda for the Steering Committee meetings
- Reviewing policies and the Bylaws
- Determining the potential for broad membership and presenting membership options to the Steering Committee.
- Any other duties generally associated with the Executive Committee

B. Finance Committee. The Treasurer shall serve on the Finance Committee but shall not be the Chair of the Finance Committee. It shall be responsible for the financial soundness

of the organization, construct and present an annual budget for the Steering Committee's review at the annual meeting, and fundraising.

C. Marketing Committee: The Chair of the Marketing Committee shall be on the Executive Committee but shall not be an officer of the Steering Committee. It shall be responsible for making recommendations to the Steering Committee concerning marketing the Byway.

D. Nominating Committee. A Nominating Committee authorized by the Steering Committee shall be established prior to each Annual Meeting. The Nominating Committee shall provide nominations for a Slate of Officers 10 days prior to the Annual Meeting. A Steering Committee member may not hold more than one office. Officers must represent different geographic areas within the Byway. Nominations may also be taken from the floor during Annual Meeting.

E. Other Subcommittees. The Chairs of any subcommittee shall be members of the Steering Committee and other members of the subcommittee may be public.

#### **ARTICLE VIII – FINANCIAL OBLIGATIONS**

A. Indebtedness. The Steering Committee shall not incur any indebtedness on the part of The Scenic Route 100 Byway in excess of the money in the hands of the Scenic Route 100 Byway Treasurer.

B. Negotiable Instruments, Deeds, and Contracts. Unless otherwise directed by the Steering Committee, or unless required by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payments of money on behalf of The Scenic Route 100 Byway and other written contracts and agreements to which The Scenic Route 100 Byway Steering Committee shall be a party, shall be signed by the Treasurer together with one other Officer, as designated by the Executive Committee for any amount over \$500.

C. Disposition of Assets of The Scenic Route 100 Byway Committee. Upon the dissolution of The Scenic Route 100 Byway Steering Committee for any reason, assets shall be distributed to a compatible not-for-profit entity for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, for the preservation and beautification of the The Scenic Route 100 Byway or of the intrinsic resources found along the The Scenic Route 100 Byway and identified in the Corridor Management Plan.

D. Limits of Financial Obligations. No part of the net earnings of the Steering Committee shall be distributable to the Executive Committee, except that the Steering Committee shall be authorized and empowered to reimburse reasonable expenses.

#### **ARTICLE IX – FISCAL YEAR**

The fiscal year of The Scenic Route 100 Byway Steering Committee shall be from July 1, to June 30 of the following year.

**ARTICLE X – NON-DISCRIMINATION**

In all matters pertaining to the operation of The Scenic Route 100 Byway Steering Committee, including the election and appointment of Officers, the provision of services to eligible groups, and the conduct of Scenic Route 100 Byway business, the Steering Committee shall not discriminate against any person on account of age, race, gender, religion, national origin, or physical or mental impairment.

**ARTICLE XI – BOOKS AND RECORDS**

The Steering Committee shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Steering Committee and Executive Committee meetings and exercising any of the authority of the Steering Committee, and shall keep a record of giving the names and addresses of the Steering Committee and their authority to vote. Any Steering Committee member may inspect these books and records at any reasonable time.

**ARTICLE XII– RULES OF ORDER**

The current edition of “Robert’s Rules of Order” shall be the parliamentary authority for all meetings and matters of procedure specifically covered by these Bylaws.

**ARTICLE XIII –AMENDMENTS TO BYLAWS**

The Steering Committee of The Scenic Route 100 Byway may amend, revise, alter, or rescind these Bylaws, from time to time, in whole or in part, by a 2/3 vote of the Steering Committee members present at any meeting duly called and convened at which a quorum is present, provided that reasonable advance notice thereof shall have been given in writing or by electronic means to each Steering Committee member 10 days prior to the meeting.

We, the undersigned, hereby certify that the foregoing revision of the Bylaws was adopted by The Scenic Route 100 Byway Steering Committee at a meeting duly announced and held on \_\_\_\_\_.

By: \_\_\_\_\_  
Chair

Attest:  
\_\_\_\_\_