



## Bylaws

## Record of Revisions

Governing Board Bylaws	7/14/2020	9/2/2020	4/27/2022	9/28/2022	7/24/2024	3/27/2025
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## Governing Board Bylaws

**a) Purpose:**

Whereas, in accordance with the provisions of 30 V.S.A. chapter 82 ("Enabling legislation"), the Lamoille FiberNet Communications Union District (the "District" or "LFCUD") has satisfied the statutory requirements to qualify as a Communications Union District, the LFCUD Governing Board (the "Board") shall exist for the purpose of carrying out the roles and responsibilities described in said Act or any subsequent amendments.

**b) Organization:**

As used herein, the term Town shall be understood to mean any member Town or City, and the term Select Board shall similarly imply either a Select Board or City Council, as appropriate. The LFCUD Governing Board consists of the delegates appointed by the Select Boards of the District's member towns. The Select Board of each member town shall appoint a primary delegate and is encouraged to appoint one or two alternate delegates. Each such duly appointed delegate becomes a member of the Governing Board by presenting a letter of appointment from his or her town's Select Board, effective upon notification of the appointment being received by the LFCUD Clerk.

**c) Regular Meetings:**

The Governing Board shall hold its annual meeting in the month of May, either on the second Tuesday or concurrent with the regular meeting. In addition, the Board will establish a schedule of regular meetings of the Board. The founding organizational meeting shall be the annual meeting for the first year of organization.

**d) Special Meetings:**

Special Meetings of the Board may be called at any time by the Chair, or by the Clerk upon written request of members of the Board representing a majority of the member towns. Written requests can be submitted by mail, email or in person to the District Clerk. Except in case of emergency, each Board member shall be given at least 24 hours' notice of any special meeting in accordance with the Vermont Open Meeting Law.

**e) Quorum:**

For the purpose of transacting business, the presence of delegates representing more than 50 percent of the votes then eligible to be cast shall constitute a quorum.

**f) Rules of Procedure:**

Except as otherwise provided by law, or as may be agreed upon by the board, Robert's Rules of Order shall govern at all meetings.

**g) Voting:**

Each member town shall be entitled to cast one vote by a delegate present. Every town represented at a meeting shall identify its voting delegate during the attendance portion of the Board meeting so there is no ambiguity about which delegate from a town is entitled to vote. Except as otherwise provided herein, or in the enabling legislation, a majority of the votes cast shall be required to approve any action.

**h) Terms of Office:**

Governing Board: The member town delegates who make up the Board shall each be appointed by their Select Boards to serve for one year, from one annual meeting to the next, or until his or her successor is duly appointed. Executive Committee: The Chair and Vice Chair shall be elected for one-year terms and are eligible to be reelected to successive terms without limit. Non-officer members of the Executive Committee are eligible to be reelected to successive terms without limit.

**i) Election of Officers:**

The Board annually shall elect from among its members a Chair, a Vice Chair and, as needed, at-large members of the Executive Committee. The Board may also elect other Executive Committee members as it deems appropriate for the conduct of its business.

**j) Chair:**

The Chair shall preside at all meetings of the Board and shall also perform the entire duties incident to the position and office.

**k) Vice Chair:**

During the temporary absence or inability of the Chair to perform his or her duties, the Vice Chair shall perform such duties. If the vacancy becomes permanent due to death, disability, resignation or removal, the Vice Chair shall serve as acting Chair until the vacancy is filled.

**l) Clerk:**

The Clerk shall be elected annually by the Governing Board and shall be an ex-officio non-voting member of the Executive Committee, when such committee exists. The Clerk may, or may not, be a member of the Governing Board. The District Clerk shall execute all duties assigned to the Clerk by the enabling legislation. He or she shall have custody of the District's public records and shall record all votes and proceedings of the District, including meetings of the District and meetings of the Governing Board. The Clerk shall also prepare and warn all Governing Board meetings in accordance with Vermont law and shall cause the annual report approved by the Governing Board to be distributed to

the legislative bodies of the member municipalities. The Clerk shall also perform all the duties and functions incident to the office of a secretary or clerk of a body corporate.

**m) Treasurer:**

The Treasurer shall be appointed annually and as needed by the Governing Board and shall be an ex-officio non-voting member of the Executive Committee. The Treasurer may not be a member of the Governing Board. The Treasurer shall have responsibility for the District funds and shall be the District's disbursing officer and also shall be one of the two required signers of disbursements. The Treasurer shall conduct the financial affairs of the organization-consistent with 30 V.S.A. § 3069 and as directed and authorized by the Governing Board and Executive Committee, including the preparation of financial statements, annual budget and audits. The Treasurer may delegate certain tasks except only the Treasurer and authorized signers shall endorse in the name of the District on all checks, payments and orders for payment received by the District.

**n) Executive and Finance Committee:**

The Governing Board shall have the discretion to create or dissolve an Executive and Finance Committee. If such a committee is created, the Governing Board shall elect from its membership an Executive and Finance Committee consisting of a total of up to five voting members: the Chair, the Vice Chair, and at least three additional non-officer, at-large members. In addition, the Treasurer and Clerk shall be ex-officio, non-voting members. The Board may appoint up to two additional at-large members if it determines that their expertise or engagement will further the committee's work. The Executive and Finance Committee shall perform duties as assigned or delegated by the Governing Board. The Executive and Finance Committee shall be representative of the diverse interests of the member towns while also taking into consideration expertise available and needed. No town shall have more than one voting member on the Executive and Finance Committee. This does not prevent any single town from being represented by a voting member and the Clerk. Committee terms shall be staggered. When the Governing Board determines that the Executive and Finance Committee is no longer necessary for the operation of the District, the Board may dissolve the Committee with a majority vote, in which case all duties or responsibilities of the Committee will be assumed by the Board.

**o) Vacancy:**

If the absence or inability of any Executive Committee member to perform his or her duties or exercise his or her powers becomes permanent due to death, disability, resignation or removal, the Board shall elect a replacement from among its membership. Vacancies on the Executive Committee shall be filled by election at the next regular or special meeting of the Governing Board, following proper notice and as soon as practicable.

**p) Records:**

The conduct of all meetings and public access thereto, and the maintaining of all records, books and accounts of the District shall be governed by the laws of this State relating to open meetings and accessibility of public records. Governing Board members, having absolute right to access any District record, shall not be subject to any fee that might otherwise be levied under open meeting regulations. Similarly, any materials deemed to be non-public, with the exception of personnel records, shall be made available to any Governing Board member upon request at no charge.

**q) Audit:**

The Governing Board shall cause an audit of all LFCUD accounts to be performed annually by an independent professional accounting firm or a certified public accountant.

**r) Other Committees:**

As provided in the enabling legislation, the Governing Board may choose to establish other committees for the purpose of advising the Governing Board, such as a Finance Committee, an Audit Committee or a Technology Committee. Membership in such committees is not limited to Board members.

**s) Reimbursement of Officers:**

Any officer or member of the Executive Committee shall be reimbursed for such expenses incurred in the discharge of their duties hereunder, as may be authorized or approved by the Governing Board.

**t) Attendance Policy:**

It is expected that all normal and special Governing Board meetings will be attended by the primary district representative for each town, or by their designated alternate representative. Board members are expected to inform the Executive Director or Chair if they will be unable to attend a Board meeting. Unless a Board member informs the Executive Director or Chair of good cause for non-attendance, they are expected not to miss two (2) consecutive meetings at any time or more than one third (1/3) of the meetings in any twelve (12) month period. Both primary and alternate representatives should keep themselves up-to-date with the CUD's activity. Any time this policy is violated, the Executive Director or Chair shall give notice in writing to the offending member, as well as to the appointing Select Board. Continued non-compliance with this policy shall be cause for a request to the appointing Select Board for the member's removal and replacement.

**u) Conduct of Meetings:**

To the fullest extent permitted by law, the Governing Board and all committees shall be allowed to meet, transact business, provide notice and communicate by electronic and telephonic means.

**v) Insurance and Indemnification:**

To the fullest extent afforded by law, including procuring and maintaining insurance through commercial carriers or municipal risk retention groups with limits in such amounts as the Governing Board shall deem sufficient to cover foreseeable risk, the District shall indemnify and defend its Governing Board and its officers from claims allegedly arising out of actions and omissions arising in such capacity.

**w) Conflicts of Interest:**

The Governing Board shall adopt a Conflict of Interest policy, which shall be binding upon Governing Board members and all District officers, including the ED.

**x) Amendment:**

After initial adoption, the Governing Board should annually review the Bylaws to ensure the Bylaws remain current. Amendments to the Bylaws must be proposed and warned by written notice to all members before or at a regularly scheduled meeting of the Board, and to become effective, must then be adopted by two-thirds of members present and eligible to vote at the next regularly scheduled Board meeting.

**y) Savings/Severability:**

If any term or provision of these Bylaws shall be invalidated, such action shall not affect the balance of these Bylaws.