

# **Strafford Regional Planning Commission**

## **BYLAWS**



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## **ARTICLE I: ORGANIZATION**

### **A. NAME**

The name of this planning agency shall be the Strafford Regional Planning Commission.

The Commission and its Commissioners act as the:

- **Regional Planning Commission** (RPC), which is designated by New Hampshire state statute.
- **Metropolitan Planning Organization Policy Committee** (MPO), who govern the Strafford Metropolitan Planning Organization which is designated by the Federal Highway Administration.
- **Economic Development District Board of Directors** (EDD), who govern the Strafford Economic Development District which is designated by the United States Economic Development Administration.

### **B. AUTHORIZATION AND RESPONSIBILITIES**

The **Strafford Regional Planning Commission**, hereinafter known as the Commission, is established in accordance with Chapter 36, New Hampshire Revised Statutes Annotated, as amended. The Commission is a political subdivision of the state with the powers and authority expressly provided for in Chapter 36. The Commission's primary responsibility is to develop a regional master plan, provide technical assistance for local planning efforts, and assist local land use boards in determining whether or not a development has the potential for regional impact.

The Commission is federally designated as a **Metropolitan Planning Organization** (MPO). In its role as an MPO, the Commission is focused on regional transportation planning and technical assistance to municipalities. As an MPO, the Commission is required to maintain a long-range transportation plan and fulfill general and specific functions described in federal statute (23 CFR part 450). The authorization for the MPO is set forth in an Executive Order dated August 10, 2007, whereby The Commission was designated as the cognizant MPO for the New Hampshire portion of the Rochester-Dover Urbanized area, pursuant to the Federal Highway Act of 1964.

The Commission was designated as an **Economic Development District** (EDD) by the Economic Development Administration (EDA) of the US Department of Commerce in 2015. In its role as an EDD, the Commission maintains a Comprehensive Economic Development Strategy for the region and facilitates collaboration among economic development stakeholders.

### **C. COMMISSION AREAS:**

The following communities constitute the **Strafford Regional Planning Commission**: Barrington, Brookfield, Dover, Durham, Farmington, Lee, Madbury, Middleton, Milton, New Durham, Newmarket, Northwood, Nottingham, Rochester, Rollinsford, Somersworth, Strafford, and Wakefield.

The **Strafford MPO** is comprised of:

1. Communities within the Dover-Rochester, NH-ME urbanized area, based on the 2020 Census, which include: Dover, Durham, Newmarket, Rochester, Rollinsford, and Somersworth.
2. Non-Urbanized Communities, based on the 2020 Census, which include: Barrington, Brookfield, Farmington, Lee, Madbury, Middleton, Milton, New Durham, Northwood, Nottingham, Strafford, and Wakefield.

The **Strafford EDD** is comprised of all the SRPC municipalities except Newmarket, Nottingham, and Northwood (which are represented by the Regional Economic Development Center Economic Development District).

#### **D. ORGANIZATION FISCAL YEAR**

The Commission's fiscal year shall be July 1st through June 30th.

#### **E. PRINCIPAL OFFICE**

The principal office of the Strafford Regional Planning Commission is located at SRPC Office at 150 Wakefield Street, Suite 12, Rochester, NH 03867 Office Hours: 8:30 am to 5:00 pm. Monday-Friday, Telephone: (603) 994-3500 Fax: (603) 994-3504 Email: [SRPC@strafford.org](mailto:SRPC@strafford.org); Website: [www.strafford.org](http://www.strafford.org).

#### **F. MISSION STATEMENT**

Strafford Regional Planning Commission's mission is to ensure the region is responsive to the needs of its inhabitants, the Commission, in cooperation with federal and state agencies and with its communities, shall pursue a two-part mission of regional planning and local planning assistance, and it shall actively pursue implementation of the Commission's plans and policies.

*Strafford Regional Planning Commission's mission is to ensure that the region is responsive to the needs of its residents through cooperation with the federal and state agencies and its member municipalities, through the implementation of its policies and plans, and through the provision of local planning assistance. These actions foster sustainable development and improve the quality of life in the region. Sustainable development balances economic progress with environmental protection and community well-being.*

## **ARTICLE II: COMMISSION MEMBERSHIP AND STRUCTURE**

### **A. MEMBER MUNICIPALITIES**

Municipalities of the Strafford Planning Region that have adopted planning boards may become members of the Commission by ordinance of resolution passed by their respective legislative bodies and will remain members until that action is rescinded. Members may include municipalities in an adjacent state. The Commission may, by resolution, determine the terms and conditions for accepting additional members, considering the timing of initial membership and responsibility for program areas already undertaken within the Commission's area of jurisdiction.

### **B. MUNICIPAL AND COUNTY REPRESENTATION**

Each municipality that becomes a member of the Commission shall be entitled to two representatives, known as Commissioners. A municipality with a population greater than 10,000 but less than 25,000 shall be entitled to three representatives, and a municipality with a population of 25,000 or more shall be entitled to four representatives on the Commission. For the purposes of this section, population shall be determined by the last federal census. Each municipality's representatives to the Commission shall be nominated by the planning board from among the municipality's residents and appointed by its municipal officers.

Barrington (2)	Madbury (2)	Nottingham (2)
Brookfield (2)	Middleton (2)	Rochester (4)
Dover (4)	Milton (2)	Rollinsford (2)
Durham (3)	New Durham (2)	Somersworth (3)
Farmington (2)	Newmarket (2)	Strafford (2)
Lee (2)	Northwood (2)	Wakefield (2)

An alternate from each member town may be appointed in the same manner as representatives, and as such, may serve in the absence of the representatives. Alternates shall have the privilege of the floor at all meetings.

A county may, by resolution of its commissioners, become a member of the Commission and shall be entitled to appoint two representatives from among its residents to serve on this Commission. These representatives do not have to be county commissioners.

The representatives collectively shall be known as the Commissioners and shall be deemed to be vested with all the authority of their member communities with respect to actions by the Commission (see RSA 36:46).

### **C. TERMS OF REPRESENTATIVES**

The terms of office of representatives and alternates on this Commission shall be four years (see RSA 36:46). When a municipality joins or rejoins the Commission, initial appointments shall be for two and four years. For municipalities entitled to three or more representatives, initial appointments shall be for two, three, and four years. Vacancies shall be filled for the remainder of the un-expired term in the same manner as original appointments.

**D. MUNICIPAL DUES**

The Commission shall determine on an annual basis the proportion of its costs to be borne by each municipality or county that is a member. Failure upon the part of any municipality or county to pay its proportionate annual share of the cost as determined by the Commission shall constitute a termination of such municipality's or county's vote in the Commission's affairs until such annual share is paid when acting as the RPC or EDD. An exception is granted when acting as the MPO Policy Committee wherein any community that fails to pay their annual municipal dues shall only be entitled to 1 vote on the Policy Committee.

**E. ADDITIONAL MEMBERS**

When convening as the Metropolitan Planning Organization Policy Committee and Economic Development District Board of Directors, the commissioners shall be joined by other transportation and economic development stakeholders who shall have a mix of voting and non-voting seats. Those additional members are detailed in Articles VII and IX.

## **ARTICLE III: OFFICERS**

### **A. ELECTION AND FILLING OF VACANCIES**

The Commission shall annually elect a Chair, Vice-Chair, Secretary-Treasurer, and four additional Executive Committee members, and may elect or appoint other officers as deemed necessary. The remaining elected officers of the Commission shall make appointments to fill any vacancies that arise among the officers of the Commission. Such appointments shall expire at the end of the fiscal year in which they are made.

The Officers of SRPC will function as the Officers of the Policy Committee per the SRPC bylaws. Vacancies in office shall be filled immediately by the regular election procedure described in the SRPC bylaws.

### **B. DUTIES OF THE CHAIR**

The Chair shall call and preside at meetings of the Commission, the Policy Committee, EDD Board of Directors, and the Executive Committee; and shall perform other duties customary to the office. The chair may also create and discharge standing committees and special committees to assist in the fulfillment of SRPC's role as an RPC, MPO and/or EDD.

### **C. DUTIES OF THE VICE-CHAIR**

The Vice-Chair shall act as Chair in the absence or incapacity of the Chair.

### **D. DUTIES OF THE SECRETARY-TREASURER**

The Secretary-Treasurer shall perform duties customary to the office, including countersigning checks as directed by the Commission and periodically checking the accounts.

### **E. EXECUTIVE COMMITTEE**

There shall be an Executive Committee consisting of the Chair, Vice-Chair, Secretary-Treasurer, and four members elected by the Commission at the Annual Meeting.

### **F. REMOVAL OF OFFICERS**

Any officer may be removed for cause by a two-thirds vote at a Commission meeting.

## **ARTICLE IV: EXECUTIVE COMMITTEE**

### **A. RESPONSIBILITIES**

The responsibility of the Executive Committee is to oversee the administration of the organization. This includes supervising the Executive Director, adopting Personnel Policies, recommending to the Commission the Annual Dues, an Annual Budget and any necessary amendments, monitoring fiscal matters, authorizing all capital expenditures and use of the line of credit, and other duties as may be deemed appropriate by the Executive Committee. In carrying out its responsibilities, the Executive Committee shall strive to ensure that the work produced by the Commission conforms to the policies of the Commission as stated in the Mission Statement and via other Commission actions.

### **B. MEETINGS**

The Executive Committee shall hold at least six meetings each year at times and places agreeable to a majority of its members. The agenda for the upcoming meeting and the minutes of the previous meeting will be provided to each Executive Committee member at least five days before each regularly scheduled meeting.

### **C. QUORUM AND VOTING**

Four members of the Executive Committee constitute a quorum. For regular business, voting is limited to appointed Executive Committee officers and members, including alternates replacing appointed members. Current state law [91-A] requires a quorum to be physically present at meetings of public bodies under nonemergency situations.

In the case of hybrid meetings<sup>1</sup>, an in-person quorum is still required, however additional Executive Committee members may attend, participate, and vote remotely. For the duration of each hybrid meeting motions must take place via roll call voting.

### **D. PROCEDURES**

Robert's Rules of Order shall govern.

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<sup>1</sup> For the purpose of the SRPC Bylaws a hybrid meeting is defined as a meeting having an option to attend both in-person and virtually.

## **ARTICLE V: RPC COMMISSION**

### **A. RESPONSIBILITIES**

The primary responsibility of the Commissioners is to act as the governing body that guides the work of the Strafford Regional Planning Commission both broadly as an organization and as a Regional Planning Commission as established under NH RSA 36. In its overarching organization governance role, commissioners are responsible for adopting and amending the Bylaws, the Annual Budget, and Municipal Dues. Acting as the Regional Planning Commission, responsibilities include setting planning policies for the region through discussions at meetings, providing input for staff reports, and by adopting reports and position statements.

Specifically, per NH RSA 36, SRPC serves in an advisory capacity to support the development of the region. Responsibilities include:

- Establish a comprehensive master plan for the region;
- Prepare a regional housing needs assessment;
- Provide technical assistance to member municipalities and their land use boards;
- Prepare studies and make recommendations so to protect and preserve the region's resources;
- Support communities in their planning for coastal resilience; and
- Provide input on developments of regional impact.

The comprehensive regional master plan and efforts of the RPC aim to "*account present and future needs with a view toward encouraging the most appropriate use of land, such as for agriculture, forestry, industry, commerce, and housing; the facilitation of transportation and communication; the proper and economic location of public utilities and services; the development of adequate recreational areas; the promotion of good civic design; and the wise and efficient expenditure of public funds...* [Further, SRPC should]...*consider such factors as community of interest and homogeneity, existing metropolitan and regional planning agencies, patterns of communication and transportation, geographic features and natural boundaries, extent of urban development, relevancy of the region for provision of governmental services and functions and its use for administering state and federal programs, the existence of physical, social and economic problems of a regional character, and other related characteristics.*" (NH RSA 36:45)

### **B. VOTING MEMBERS**

Voting members shall be the Commissioners as appointed by the member municipalities as laid out in Article II.

### **C. MEETINGS**

There shall be at least four meetings of the Commission each year at times and places agreeable to a majority of the representatives. The agenda for the upcoming meeting and the minutes of the previous meeting will be provided to each representative and alternate at least five days before each regularly scheduled meeting. The meeting held during the fourth quarter of the fiscal year shall be designated as the Annual Meeting, at which time officers for the next fiscal year shall be elected and an annual budget adopted. The annual budget may instead be adopted at the prior meeting if the Commission desires.

#### **D. QUORUM AND VOTING**

A quorum of the Commission consists of at least one-half of the dues-paid municipalities that have appointed Commissioners. Current state law [91: A] requires a quorum to be physically present at meetings of public bodies under nonemergency situations. For regular business, voting is limited to representatives of dues-paying members, including alternates replacing appointed representatives. For Metropolitan Planning Organization (MPO) business only, all MPO representatives as specified in the MPO Bylaws may vote. Commission staff members shall have no voting powers in Commission affairs.

In the case of hybrid meetings<sup>2</sup>, an in-person quorum is still required, however additional Commissioners may attend, participate, and vote remotely. For the duration of each hybrid meeting motions must take place via roll call voting.

When a quorum is not present, but Commission action is essential, the Chair may declare a quorum with the unanimous approval of those Commissioners present.

#### **E. PROCEDURES**

Robert's Rules of Order shall govern.

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<sup>2</sup> For the purpose of the SRPC Bylaws a hybrid meeting is defined as a meeting having an option to attend both in-person and virtually.

## **ARTICLE VI: RPC REGIONAL IMPACT COMMITTEE**

### **A. AUTHORITY**

These By-Laws are designed to assist the Strafford Regional Planning Commission (SRPC) Regional Impact Committee (RIC) fulfill the statutory requirements of RSA 36:54 – 36:58, as amended. The Regional Impact Committee is a subcommittee of the RPC Commission.

### **B. MEMBERS**

1. The RIC shall consist of three (3) SRPC members appointed by the Executive Committee (EC) and up to three (3) SRPC members as alternates. Membership on the RIC shall run concurrent with a member's Commission term. At no time shall there be two regular or alternate members on the RIC representing the same community.
2. Filling of vacant positions and removal of RIC members shall be by vote of the EC.
3. A RIC member or alternate may participate in discussion before the RIC, even if the project is taking place within the RIC member's municipality. RIC members shall follow the standard for conflict of interest that guides land use board members in RSA 673:14, as amended.
4. If there are fewer than three RIC members present, up to two alternates shall be appointed to act as voting members for the duration of the meeting.

### **C. ORGANIZATION**

The RIC shall elect a Chair from among its membership at the first meeting called in any given fiscal year. In the event the Chair is unavailable for a meeting of the RIC, the members in attendance for that meeting shall appoint an Acting Chair from their ranks to oversee the RIC's actions. An alternate may be an Acting Chair.

### **D. APPLICATION PROCESS AND NOTICES**

1. Upon notification that SRPC has been granted abutter status, staff shall contact the appropriate municipal officials to secure copies of the proposal in order to facilitate RIC's discussions.
2. Staff shall confer with the RIC Chair to determine whether to call a meeting.
  - a) If there are no foreseen impacts or impacts are de minimis in nature, then staff shall document any considerations or recommendations, without convening a meeting of the RIC, and forward this correspondence under signature of the RIC Chair to the municipality originally making the determination of potential regional impact, and to other municipalities with declared abutter status.

A minor or de minimis impact may be determined for applications where the proposed use is expected to have an insignificant or no direct or indirect, new or cumulative, adverse effect on the region or surrounding communities. For example, a project that results in a slight traffic volume

increase but does not change to the transportation level of service, assuming no other impacts, could be declared a de minimis impact.

- b) If the application exceeds a de minimis threshold, or there is any doubt as to whether a project is of de minimis impact, staff will work with the Chair to call a meeting of the RIC.

3. Staff shall notice the date and time of the RIC meeting as follows:

- a) Notification to members of the RIC.
- b) Notification to SRPC Commissioners.
- c) Notification to the Local Land Use Board Designee where the project is located.
- d) Notification to abutter status municipality(ies):
  - Local Land Use Board Chair
  - Board of Selectmen/Council
  - Town/City Clerk
- e) Notification to the property owner and/or applicant's agent.
- f) Any other affected party as determined by SRPC staff.

## **E. MEETINGS**

Meetings shall be held at the call of the Chair after notification has been received by SRPC that a community has determined an application reasonably may be construed to have the potential for regional impact in accordance with RSA 36:54 - 36:58.

## **F. PROCEDURES**

4. Public meetings shall be governed by the following rules:

- a) The Chair shall call the meeting to order.
- b) RIC Business:
  - A quorum shall consist of three RIC members which may include the appointment of up to two (2) alternates, if necessary.
  - A brief overview of the process by the Chair to detail RIC's statutory authority and responsibilities for review of projects of regional impact under RSA 36:54 – 36:58.
  - Agenda items, as prepared by SRPC staff for the meeting.
- c) SRPC staff will give a report as necessary. In the event that representatives of the applicant are in attendance, the Chair may grant such representatives time to present an overview of the application to the RIC.
- d) After questions from the RIC members have been answered, the Chair may ask for comments from abutters and other interested members of the public in attendance.
- e) Written testimony received by the RIC shall be read by the Chair into the public record or made a part of the public record.

## **G. RIC RECOMMENDATIONS**

1. The RIC shall discuss its position relative to its statutory authority and responsibilities (RSA 36:54 - 36:58, as amended) as these relate to the application. At the conclusion of the RIC meeting, the RIC shall restate its authority and statutory responsibilities under RSA 36:54 - 36:58. The RIC

shall summarize its recommendations relative to the application and request SRPC staff to draft such a summary and forward it to those parties noted under Section E-3.

2. SRPC staff shall prepare a letter detailing the outcomes of the RIC process with respect to the application pending and forward this correspondence under signature of the RIC Chair to the municipality originally making the determination of potential regional impact, and to other municipalities with abutter status for the application.
3. RIC draft minutes shall be made available for public inspection at the SRPC Office during office hours. Copies of the minutes shall be supplied to those parties noted under Section E-3. The draft RIC minutes shall be posted on the SRPC website. The draft minutes shall be presented at the next Commission meeting following a RIC meeting for special vote by the present RIC members only.

## **ARTICLE VII: STRAFFORD MPO POLICY COMMITTEE**

### **A. RESPONSIBILITIES**

The appointed representatives of the Strafford Regional Planning Commission also serve a separate role as members of the Policy Committee in fulfilling the function of the Strafford MPO. The purpose of the Policy Committee shall be to provide a public decision-making forum for the development and implementation of transportation policies and policies for the Strafford MPO region. Commissioners serve on the Policy Committee and represent their municipalities in regional transportation decisions.

The Policy Committee is responsible for carrying out the metropolitan transportation planning process as required by federal statute (23 CFR part 450). This responsibility is carried out through oversight of the Unified Planning Work Program (UPWP) and through the development, review and approval of the Prospectus, the Metropolitan Transportation Plan, the Transportation Improvement Program (TIP), and the Air Quality Conformity Determination. Strafford MPO activities related to these responsibilities include, but are not limited to the following:

- Establish the policy directions of the Strafford MPO through its adopted plans and policy statements.
- Establish procedures and requirements whereby federal transportation funds will be allocated and made available in cooperation with the New Hampshire Department of Transportation (NHDOT).
- Adopt, review and/or revise the Unified Planning Work Program (UPWP), Prospectus, Metropolitan Transportation Plan, TIP and Conformity Determination.
- Review and comment on individual projects, programs, plans and reports relative to the adopted transportation policies and positions.
- Request, review, and endorse technical reports and studies prepared by the Strafford MPO staff or consultants.
- Ensure compliance with the provisions of the Clean Air Act Amendment (CAAA) of 1990 through periodic conformity evaluation and determination.
- Adopt, review and/or revise policies relative to the findings of the Technical Advisory Committee (TAC), including technical reports and memoranda.
- Provide a mechanism to facilitate and broaden public involvement in transportation planning and decision-making processes.
- Coordinate and prioritize transportation projects to be implemented with Federal and/or State assistance.
- Monitor and participate in transportation policy making activities with the NHDOT and the transportation or other relevant committees of the New Hampshire General Court.
- Collaborate in the development of public transit and multi-modal plans.

### **B. VOTING MEMBERS**

Each member community within SRPC will be represented by their appointed regional planning commissioners. Each commissioner shall have one vote. Communities that have paid their municipal dues are entitled to appoint as many voting representatives as permitted per RSA 36:46, III. However, those communities that have not paid their dues are only entitled to 1 voting seat.

There shall be one voting member or designee from each of the following agencies:

- New Hampshire Department of Transportation (NHDOT)
- New Hampshire Department of Environmental Services-Air Resources Division (NHDES-ARD)
- Cooperative Alliance for Seacoast Transportation (COAST)
- University of New Hampshire (UNH)

The appointing authority is permitted and encouraged to designate one alternate for each appointed representative. An alternate shall have voting privileges in the absence of the voting representative.

### **C. NON-VOTING MEMBERS**

Each of the following may appoint a non-voting member:

- Federal Highway Administration (FHWA)
- Federal Transit Administration (FTA)
- New Hampshire Department of Transportation-Bureau of Aeronautics (NHDOT-Aeronautics)
- New Hampshire Department of Transportation – Bureau of Rails and Transit (NHDOT-BRT)
- New Hampshire Office of Planning and Development (NHOPD)
- Rockingham Planning Commission (RPC)
- Southern Maine Regional Planning Commission (SMRPC)
- Maine Department of Transportation (Maine-DOT)
- New Hampshire Transit Association (NHTA)
- Federal Railroad Administration (FRA)
- Pease Development Authority/New Hampshire Port Authority (PDA/NHPA)

The appointing authority is permitted and encouraged to designate one alternate for each appointed representative.

The Committee may authorize additional non-voting members.

### **D. MEETINGS**

The Policy Committee shall meet at least four (4) times a year. Commission and 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.

### **E. QUORUM AND VOTING**

A quorum of the Policy Committee shall be deemed as representing no less than one-third (1/3) rounded plus one of the municipalities with appointed Commissioner(s) and voting agencies. Current state law [91:A] requires a quorum to be physically present at meetings of public bodies under nonemergency situations.

For the purposes of a quorum, one (1) appointed representative per municipality or voting agency present at the meeting would be counted.

Motions shall be carried by a simple majority of the voting power present after having established a quorum. In the case of hybrid meetings<sup>3</sup>, an in-person quorum is required, however additional Commissioners may attend, participate, and vote remotely. For the duration of each hybrid meeting motions must take place via roll call voting.

## **F. PROCEDURES**

Robert's Rules of Order shall govern.

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<sup>3</sup> For the purpose of the SRPC Bylaws a hybrid meeting is defined as a meeting having an option to attend both in-person and virtually.

## **ARTICLE VIII: MPO TECHNICAL ADVISORY COMMITTEE**

### **A. AUTHORITY AND PURPOSE**

The Technical Advisory Committee (TAC) provides the Strafford MPO with technical assistance and recommendations concerning transportation issues that have a bearing on the Strafford MPO's continued, comprehensive, and coordinated transportation planning process. The TAC is hereby established as a standing committee of the Strafford MPO. The Strafford MPO Technical Advisory Committee shall hereafter be referred to as the "Technical Advisory Committee" or "TAC".

The TAC will review and make recommendations to the Strafford MPO Policy Committee on transportation planning efforts in the Strafford MPO area as follows:

- Updates, revisions, and amendments to the Metropolitan Transportation Plan to assure that recommended activities identified in the Metropolitan Transportation Plan are considered in the development of the annual work plan, Transportation Improvement Plan, air conformity determination, and other required documents of the Strafford MPO.
- Development of a comprehensive public transportation system in the region by understanding the necessary components as well as developing funding models and indicators of success.
- Policy recommendations related to the public transportation systems.
- Contents of the biennial Transportation Improvement Plan (TIP) update.
- Technical planning/engineering studies to be considered in the Unified Planning Work Program (UPWP).
- Scoping reports and planning studies.
- Development and implementation of the Public Participation Plan.
- Guidance to UPWP and TIP related to issues or projects that arise from the long-term planning.
- Development of and coordination of projects and issues that are of regional significance and or require the perspective that spans communities.
- Any other activities as requested by the Strafford MPO Policy Committee.

The TAC, without Strafford MPO Policy Committee approval, may:

- Evaluate and prioritize technical assistance for the Strafford MPO members.
- Review and suggest revisions to staff and consultant technical assistance work.
- Establish subcommittee(s) to address significant areas of interest.

### **B. MEMBERSHIP**

#### **1. VOTING MEMBERS**

There shall be one (1) voting member or designee from each of the following: (The appointing authority is permitted and encouraged to designate one (1) alternate for each appointed representative. An alternate shall have voting privileges in the absence of the voting representative).

- Each SRPC community represented on the Strafford MPO
- NH Department of Transportation (NHDOT), District 6, or District 3
- NH Department of Environmental Services – Air Resources Division (NHDES-ARD)
- Cooperative Alliance for Seacoast Transportation (COAST)

- University of New Hampshire (UNH)

## **2. NON-VOTING MEMBERS**

Each of the following may appoint a non-voting member: (The appointing authority is permitted and encouraged to designate one (1) alternate for each appointed representative).

- Federal Highway Administration (FHWA)
- Federal Transit Administration (FTA)
- New Hampshire Department of Transportation – District 6
- New Hampshire Department of Transportation – District 3
- New Hampshire Department of Transportation – Bureau of Aeronautics
- New Hampshire Department of Transportation- Bureau of Rails and Transit
- Southern Maine Regional Planning Commission (SMRPC)
- Rockingham Planning Commission (RPC)
- Maine Department of Transportation (Maine-DOT)
- Pease Development Authority (PDA)/New Hampshire Port Authority (NHPA)
- Guilford Railroad or Pan Am Railways
- Federal Railroad Administration (FRA)
- Northern New England Passenger Rail Authority (NNEPRA)
- New Hampshire Transit Association (NHTA)
- Transportation Center or Park and Ride Terminal Operator
- Alliance for Community Transportation (ACT)
- Strafford Regional Area Bicycle Routes (SABR)
- Bike-Walk Alliance of New Hampshire (BWANH)
- New Hampshire Motor Transport Association
- Seacoast Commuter Options
- C&J Trailways

The Committee may authorize additional non-voting members.

## **3. VACANCY**

In the event that a Committee member resigns, notification of their resignation shall be filed with SRPC and the appointing body. The municipality or voting agency shall receive a notice from SRPC so that a new appointment can be made.

## **4. TERMS AND RE-APPOINTMENTS**

The appointment of each representative shall be for a period of two years. Appointments shall be certified in writing by the appointment authority prior to the start of the fiscal year (July 1st).

## **C. QUORUM**

A quorum of the TAC shall be deemed as representing no less than one-third (1/3) rounded plus one of the municipal membership and voting agencies who have made appointments. Current state law [91: A] requires a quorum to be physically present at meetings of public bodies under nonemergency situations.

Motions shall be carried by a simple majority of the voting power present after having established a quorum. In the case of hybrid<sup>4</sup> meetings, an in-person quorum is required, however additional Commissioners may attend, participate,

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<sup>4</sup> For the purpose of the SRPC Bylaws a hybrid meeting is defined as a meeting having an option to attend both in-person and virtually.

and vote remotely. For the duration of each hybrid meeting motions must take place via roll call voting.

## **D. OFFICERS**

### **1. ELECTION OF OFFICERS**

At the first Committee meeting after the start of the fiscal year, the election of officers will take place. The TAC Officers shall consist of a Chairperson and Vice-Chairperson. Nominations for Chairperson and Vice-Chairperson shall be made from the floor and can include only voting members. The Chairperson will serve a one (1) year term. Vice-Chairperson will take over the role of Chairperson after the one (1) year term. Vacancies in office shall be filled immediately by the regular election procedure.

### **2. POSITIONS**

As a qualification for office, the Chairperson shall have served at least one (1) year as a representative on the Strafford MPO. The Chairperson shall preside over all meetings and shall have the power to call special meetings, establish agendas, establish, and appoint committees and their members.

The Vice-Chairperson, if the Chairperson is unable to attend the meeting, shall be acting Chairperson and shall have the same powers granted to the Chairperson.

## **E. MEETINGS**

The MPO TAC meetings are held monthly on the first Friday of the month at 9AM and at the call of the Chairperson. Meetings are generally held at the SRPC office but may be held in other publicly accessible locations.

## **F. PROCEDURES**

Robert's Rules of Order shall govern.

## **ARTICLE IX: EDD BOARD OF DIRECTORS**

### **A. AUTHORITY AND PURPOSE**

The appointed representatives of the Strafford Regional Planning Commission also serve a separate role as members of the Board of Directors in fulfilling the functions of the Strafford Economic Development District (EDD). The purpose of the Board of Directors shall be to govern the functions of the EDD, including maintaining a Comprehensive Economic Development Strategy (CEDS) which outlines economic conditions, identifies regional priorities and opportunities to promote economic development, and aggregates priority projects for the region that may advance regional economic development and resilience. The EDD shall also promote collaboration and partnership building between local and regional economic development stakeholders, provide technical assistance where needed within available capacity of staff and contracted scope of work, and conduct relevant economic research, planning, and implementation efforts that are outlined in the CEDS. Federal regulation that reference the responsibility and required makeup of Board of Directors members are covered in 13 CFR Part 303 and 304.

### **B. BOARD OF DIRECTORS**

The Board of Directors is responsible for governing the Strafford EDD, including providing input on and adopting the CEDS for the EDD as outlined in federal statute (13 CFR part 304). The Board of Directors should be representative of the economic interests of the region, including representation from both the public and private sectors.

### **C. MEMBERS**

Each member community, that has paid their annual municipal dues, will be represented by their appointed regional planning commissioners. Each dues paying municipality with appointed commissioners shall have one vote. Communities are entitled to appoint as many voting representatives as permitted per RSA 36:46, III.

There shall also be one voting member or designee from the following organizations or agencies:

- Strafford Economic Development Corporation (SEDC)

The appointing authority is permitted and encouraged to designate one alternate for each appointed representative. An alternate shall have voting privileges in the absence of the voting representative.

### **D. MEETINGS**

The Board of Directors shall meet at least four (4) times a year. Commission and Board of Directors 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.

## **E. QUORUM AND VOTING**

A quorum of the Board of Directors shall be deemed as representing no less than one-third (1/3) rounded plus one of the municipalities with appointed Commissioner(s) and voting organizations. Current state law [91:A] requires a quorum to be physically present at meetings of public bodies under nonemergency situations.

For the purposes of a quorum, one (1) appointed representative per municipality or voting agency present at the meeting would be counted.

Motions shall be carried by a simple majority of the voting power present after having established a quorum. In the case of hybrid meetings<sup>5</sup>, an in-person quorum is required, however additional Commissioners may attend, participate, and vote remotely. For the duration of each hybrid meeting motions must take place via roll call voting.

## **F. PROCEDURES**

Robert's Rules of Order shall govern.

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<sup>5</sup> For the purpose of the SRPC Bylaws a hybrid meeting is defined as a meeting having an option to attend both in-person and virtually.

## **ARTICLE X: EDD STRATEGY COMMITTEE**

### **A. AUTHORITY AND PURPOSE**

The purpose of the Strategy Committee is to provide advice and guidance to Strafford EDD, the CEDS, and its priority project list. It represents the private sector, public officials, community leaders, and representatives of workforce development, higher education, and labor groups. It unites the region and provides an opportunity for collaboration, leadership, and program development. The Strategy Committee will forge strategic alliances and communicate the region's needs and opportunities in the future. Federal regulation that reference the responsibility and required makeup of Strategy Committee members are covered in [13 CFR 303.6](#). The Strategy Committee is hereby established as a standing committee of the Strafford EDD.

The Strafford EDD Strategy Committee shall hereafter be referred to as the "Strategy Committee".

### **B. RESPONSIBILITY**

The Strategy Committee will review and make recommendations to the Strafford EDD Board of Directors on economic development planning efforts, forge strategic alliances, and communicate the region's needs and opportunities in the future to support the development of the CEDS.

### **C. MEMBERSHIP**

The Strategy Committee shall include representatives from Strafford EDD communities, federal, state and other interested agencies and organizations.

#### **1. VOTING MEMBERS**

There shall be voting members or designees as described below.

No more than 3 voting members or designees from technical assistance and education providers such as:

- University of New Hampshire Cooperative Extension
- Higher Education (UNH and/or Community College System of New Hampshire)
- Career and Technical Education (CTE)
- Seacoast Region Small Business Development Center (SBDC)
- SCORE Seacoast

No more than 3 voting members or designees from social services providers such as:

- Strafford County Public Health Network
- Community Action Partnership of Strafford County
- Community Partners

No more than 2 voting members or designees from the housing development, management, or research, either public or private, sector.

No more than 1 voting member from Strafford Economic Development Corporation (SEDC).

No more than 2 voting members or designees representing Chambers of Commerce or business and industry groups that do business within the Strafford EDD.

No more than 4 voting members or designees representing municipal economic development or business development offices.

No more than 6 voting members or designees that represent the following businesses, industries, and employers:

- Real estate
- Property development
- Banking/Finance
- Healthcare
- Energy
- Transportation/Freight
- Childcare
- School Administrative Units (SAUs)
- Manufacturing
- Businesses with over 50 employees
- Businesses with between 11 and 50 employees
- Businesses with under 10 employees
- Pease Development Authority

The appointing authority is permitted and encouraged to designate one (1) alternate for each appointed representative. An alternate shall have voting privileges in the absence of the voting representative.

## **2. NON-VOTING MEMBERS**

Each of the following may appoint a non-voting member or designee: (The appointing authority is permitted and encouraged to designate one (1) alternate for each appointed representative).

- New Hampshire Division of Economic Development (NHBEA)
- New Hampshire Department of Transportation (NHDOT)
- Cooperative Alliance for Seacoast Transportation (COAST)
- Rockingham Planning Commission (RPC)
- Southern Maine Planning and Development Commission (SMPDC)
- Regional Economic Development Center (REDC)
- Others designees from organizations, groups, and offices described in the list of Voting Members once voting capacity has been reached.

The Strategy Committee may authorize additional non-voting members.

## **3. VACANCY**

In the event that a Strategy Committee member resigns, notification of their resignation shall be filed with SRPC and the appointing body. The municipality or voting agency shall receive a notice from SRPC so that a new appointment can be made.

## **4. TERMS AND RE-APPOINTMENTS**

The appointment of each representative shall be for a period of two years. Appointments shall be certified in writing by the appointment authority prior to the start of the fiscal year (July 1st).

## **D. QUORUM**

A quorum of the Strategy Committee shall be deemed as representing no less than one-third (1/3) rounded plus one of the appointed members. Current state law [91:A] requires a quorum to be physically present at meetings of public bodies under nonemergency situations.

Motions shall be carried by a simple majority of the voting power present after having established a quorum. In the case of hybrid<sup>6</sup> meetings, an in-person quorum is required, however additional Commissioners may attend, participate, and vote remotely. For the duration of each hybrid meeting motions must take place via roll call voting.

## **E. OFFICERS**

### **5. ELECTION OF OFFICERS**

At the first Committee meeting after the start of the fiscal year, the election of officers will take place. The Strategy Committee Officers shall consist of a Chairperson and Vice-Chairperson. Nominations for Chairperson and Vice-Chairperson shall be made from the floor and can include only voting members. The Chairperson will serve a one (1) year term. Vice-Chairperson will take over the role of Chairperson after the one (1) year term. Vacancies in office shall be filled immediately by the regular election procedure.

### **6. POSITIONS**

As a qualification for office, the Chairperson shall have served at least one (1) year as a representative on the Strafford EDD. The Chairperson shall preside over all meetings and shall have the power to call special meetings, establish agendas, establish, and appoint committees and their members.

The Vice-Chairperson, if the Chairperson is unable to attend the meeting, shall be acting Chairperson and shall have the same powers granted to the Chairperson.

## **F. MEETINGS**

The EDD Strategy Committee meetings are held at least four (4) times per year at times agreeable to a majority of the members. Meetings are generally held at the SRPC office, but may be held in other publicly accessible locations.

## **G. PROCEDURES**

Robert's Rules of Order shall govern.

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<sup>6</sup> For the purpose of the SRPC Bylaws a hybrid meeting is defined as a meeting having an option to attend both in-person and virtually.

## **ARTICLE XI: EXECUTIVE DIRECTOR**

### **A. RESPONSIBILITIES**

The Executive Director shall organize and supervise a planning program, consistent with state and federal laws and rules, that pursues the policies of the Commission as stated in the Mission Statement and via other Commission actions. The Executive Director shall be in charge of the office and other employed staff members; prepare, under the guidance of the Executive Committee, the Annual Dues and the Annual Budget including estimated revenues and expenditures, which shall be reviewed and approved or modified by the Commission; keep accounts and records which shall at all times be open to inspection by the Officers and shall be submitted for annual audit as prescribed by the Commission; issue press releases and other communications; be authorized to enter the Commission into contracts consistent with the adopted Annual Budget; and undertake other duties and responsibilities as assigned by the Executive Committee.

### **B. SUPERVISION**

The Executive Committee shall be responsible for supervision of the Executive Director, including performance reviews, setting compensation, and, if necessary, separation from the Commission.

### **C. HIRING**

The Executive Committee shall be responsible for hiring the Executive Director, using the Transition and Search Committee as specified in the Emergency Succession Plan.

## **ARTICLE XII: INDEMNIFICATION FOR DAMAGES**

The Commission adopts RSA 31:105 Indemnification for Damages.

## **ARTICLE XIII: AMENDMENTS**

Any section of the Bylaws may be amended by resolution of the voting representatives of the Commission at any legally constituted and noticed meeting provided the following conditions are met:

1. The proposed amendment is presented in writing to the Commission representatives at least twenty 20 days prior to the date of the meeting at which it will be voted on.
2. The resolution adopting the amendment passes by an affirmative vote of at least two-thirds of the Commission's dues-paid representatives present and voting.
3. The date of approval must be included with any amendment to these Bylaws.

These Bylaws shall be revised, updated, or amended as circumstances dictate. Bylaw amendments shall become effective upon passage.

\_\_\_\_\_  
SRPC Chairperson

\_\_\_\_\_  
Date