

**ADDISON COUNTY COMMUNICATIONS UNION DISTRICT**  
**d/b/a MAPLE BROADBAND**  
**(The "District", or "ACCUD")**  
**GOVERNING BOARD BYLAWS**

**SECTION 1. PURPOSE**

Whereas, in accordance with the provisions of 30 V.S.A. chapter 82 and Act no.119 of 2020 ("Enabling Legislation"), the Addison County Communications Union District has satisfied the statutory requirements to qualify as a Communications Union District, the ACCUD Governing Board (the "Board") shall exist for the purpose of carrying out the roles and responsibilities described in said Act or any subsequent amendments.

**SECTION 2. GOVERNING BOARD**

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 ACCUD Governing Board consists of the delegates as 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 either a letter of appointment or a resolution from his or her Town's Select Board effective upon notification of the appointment being received by the Secretary.

The matters reserved to the Governing Board include the power to (1) amend the articles of incorporation and these Bylaws; (2) set the budget; (3) make any amendments to the budget exceeding the major purchase limits approved in the procurement policy; (4) hire and fire the Executive Director of the ACCUD; (5) make major structural decisions, such as decisions that change the way the organization is going to operate, major staffing changes, or vendor partnerships that would take on substantial work on behalf of the ACCUD; (6) incur any debt; (7) pledge or encumber any revenues or assets of the ACCUD.

**SECTION 3. REGULAR MEETINGS**

The Governing Board shall hold its annual meeting ~~on the second Tuesday of May during its~~ regularly scheduled meeting in May. In addition, the Board will establish a schedule of regular meetings of the Board.

**SECTION 4. EXTRAORDINARY MEETINGS**

Special Meetings of the Board may be called at any time by the Chair or shall be called 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 Clerk of the District. Except in case of emergency, each member of the Board shall be given at least 24 hours' notice of any special meeting in accordance with the Vermont Open Meeting Law.

**SECTION 5. QUORUM**

For the purpose of transacting business, quorum is determined as specified in the Enabling Legislation 30 V.S.A §3061~~the presence of delegates representing more than 50 percent of the votes then eligible to be cast, shall constitute a quorum.~~

## **SECTION 6. 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.

## **SECTION 7. 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.

## **SECTION 8. 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/at-large members of the Executive Committee are eligible to be reelected to successive terms without limit.

## **SECTION 9. NOMINATIONS**

A nominating committee consisting of three voting members of the Governing Board shall be recommended by the Executive Committee at its February meetings and shall be elected at the March meeting of the Governing Board. The nominating committee shall render its report of nominations for all elective officers and at-large members of the Executive Committee at the subsequent April meeting. Members of the nominating committee may be nominated for any position for which they are eligible. The nominating committee must obtain acceptance of nomination from each person whom it wishes to nominate prior to rendering its report.

Nominations may also be made from the floor, with the consent of the nominee, at either the meeting at which the nominating committee makes its report, or the meeting at which elections take place.

## **SECTION 10. ELECTION OF OFFICERS**

The Board annually shall elect from among its members a Chair, Vice-Chair, and, as needed, at-large members of the Executive Committee at the May annual meeting by a majority vote of the voting delegates present. The Board may also elect other Executive Committee members, as it deems appropriate, for the conduct of its business.

## **SECTION 11. CHAIR**

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

## **SECTION 12. 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.

### **SECTION 13. CLERK**

The Clerk shall be an ex-officio non-voting member of the Executive Committee. The Clerk may, or may not, be a member of the Governing Board. The Clerk of the District shall execute all duties assigned to the Clerk by the Enabling Legislation. He or she shall have custody of the public records of the District 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 meetings of the Governing Board 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.

### **SECTION 14. TREASURER**

The Treasurer shall be appointed ~~annually and~~ as needed by the Executive Committee 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 the custody of the funds of the District and shall be the disbursing officer of the District. Consistent with all relevant policies, and as necessary when authorized by the Governing Board, the Treasurer shall sign, make or endorse in the name of the District all checks and orders for the payment of monies as may be required to carry out the provisions of the District and the Operating Agreement, as well as any and all valid contracts to which the District is a party, and pay out and disburse the same.

### **SECTION 15. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of a total of up to five members: the Chair, the Vice-Chair, and up to three additional non-officer, at-large members. In addition, the Treasurer, Clerk, and Executive Director shall be ex-officio, non-voting members. The Executive Committee shall perform duties as assigned or delegated by the Governing Board. The Executive 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 Committee. This does not prevent any single town from being represented by a voting member and any number of non-voting members.

The affirmative vote of a majority of members present at any meeting of the Executive Committee at which a quorum is present shall be necessary for the adoption of any resolution. During the intervals between the meetings of the Governing Board, the Executive Committee shall possess and may exercise all the power and authority of the Governing Board (including, without limitation, all the power and authority of the Governing Board in the management, control and direction of the financial affairs of the ACCUD) except with respect to those matters reserved to the Governing Board, in such manner as the Executive Committee shall deem best for the interests of the ACCUD, in all cases in which specific directions shall not have been given by the Governing Board.

### **SECTION 16. VACANCY**

If the absence or inability of any of the Executive Committee members 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 replacement(s) from among its membership. Executive Committee vacancies shall be filled as soon as practical after proper notice, by election at the next regular or special meeting of the Governing Board. Officers and at-large members of the Executive Committee so elected shall hold office only for the balance of the current term or until their successors are elected and installed.

### **SECTION 17. 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 an absolute right to access to 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.

### **SECTION 18. AUDIT**

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

### **SECTION 19. BUDGET**

ACCUD shall adopt the following dates:

1. Annually, on or before October 31, the Board shall approve and cause to be distributed to the legislative body of each district member for review and comment an annual report of its activities, together with a financial statement, a proposed district budget for the next fiscal year, and a forecast presenting anticipated year-end results.
2. Coincident with a regular meeting thereof, the Board shall hold a public hearing on or before November 30 of each year to receive comments from the legislative bodies of district members and hear all other interested persons regarding the proposed budget. Notice of such hearing shall be given to the legislative bodies of district members at least 15 days prior to such hearing. The Board shall give consideration to all comments received and make such changes to the proposed budget as it deems advisable.
3. Annually, on or before December 31, the Board shall adopt the budget and appropriate the sums it deems necessary to meet its obligations and operate and carry out the district's functions for the ensuing fiscal year.

### **SECTION 20. OTHER COMMITTEES**

As provided in the Enabling Legislation, the Governing Board may choose to establish other committees at its discretion for the purpose of advising the Governing Board such as a Finance Committee, an Audit Committee, and a Technology Committee. Membership in such committees is not limited to Board members.

### **SECTION 21. REIMBURSEMENT**

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.

#### **SECTION 22. REMOVAL**

Any member of the Executive Committee may be removed by a two-thirds vote of the Governing Board whenever, in its judgment, the best interest of ACCUD will be served thereby.

#### **SECTION 22. 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.

#### **SECTION 23. 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, its Officers, and its employees from claims allegedly arising out of actions and omissions arising in such capacity.

#### **SECTION 24. CONFLICTS OF INTEREST/ETHICS**

The Governing Board shall adopt a conflicts of interest policy, which shall be binding upon Governing Board members, all District Officers, and all employees. All Maple Broadband Delegates, Alternates, Employees and Officers must adhere to the State of Vermont's Municipal Code of Ethics and its successors as outlined in 24 V.S.A §1995.

#### **SECTION 25. 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 no less than three weeks later.

#### **SECTION 26. SAVINGS / SEVERABILITY**

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