



NOTICE OF MEETING

WHO: NRPC Executive Committee

WHEN: Wednesday, September 18, 2019 6:00 pm

WHERE: NRPC Conference Room

AGENDA

1. Call to Order
2. Business:
 - a. Minutes: July 17th, 2019 (**Action Required**)
 - b. July-Sept Dashboard (**Action Required**)
 - c. Commissioner Outreach
 - d. Proposed By-Laws amendments
3. Old Business
4. Transportation Programs
 - a. UPWP Updates
5. Other Business
 - a. Personnel Policies
6. Adjourn

Next Meeting: October 16, 2019



**DRAFT MINUTES
NASHUA REGIONAL PLANNING COMMISSION
Executive Committee
July 17, 2019**

Present:

Karin Elmer, Chair
Jim Battis, Vice Chair
Susan Ruch, Treasurer
Mike Fimbel
Janet Langdel

Absent:

Mary Ann Melizzi-Golja
Tim Tenhave
Tamara Sorell
Sarah Marchant

Staff:

Jay Minkarah, Executive Director
Kate Lafond, Business Manager

1. Call to Order:

Ruch called the Executive Committee meeting to order at 6:00 p.m.

2. Business

a. Minutes: June 19, 2019

Fimbel noted a spelling error on page 2. Ruch requested a motion to approve the June 19, 2019 Executive Committee meeting minutes as corrected. Langdell made a motion to approve the minutes, seconded by Elmer. The motion passed 5-0-0.

b. June/July Dashboard

Minkarah reviewed checking accounts, accounts payable, receivables, lines-of-credit, and investments. Minkarah pointed out the Bar Harbor bank account is the one primarily being used.

Staff has been busy with several activities, less than prior months as a result of vacations and holiday. Activities include EPA Brownfields New Grantee Training, two interviews "Friday's with the Fox" and Nashua Cable TV with Carl Sidel, ArcGis User seminar, and Northeast passenger Transportation conference. Minkarah indicated he attended a Governor's Advisory Commission on Intermodal Transportation (GACIT) meeting and there will be another meeting at the end of the month. Minkarah also toured Hitchiner Manufacturing in Milford with Tim Sullivan, Hitchiner is interested in NTS Expansion. Minkarah noted that Hitchiner currently runs an employee shuttle.

Langdell commented that it is great employees are using their volunteer days, perhaps in the future they can get a photo to include on NRPC's Facebook. Langdell also suggested sharing the interviews with other town's cable access and on social media. Elmer asked regarding the MPO/TMA pre-certification review meeting if there were a lot of changes. Minkarah stated yes and added as part of the certification there will be two public meetings held.

Web stats were reviewed. Website hits are down, social media post engagement is up. Minkarah noted that NRPC's Twitter account receives less engagement than Facebook.

The Profit & Loss shows that we are approximately \$10,000 below our projected revenues and over budget on the expense side. While there are a few outstanding items at this point the bottom line won't change too much. The Balance Sheet was reviewed with no comment.

At the request of Ruch, Fimbel moved to approve the dashboard and financials and place them on file for audit, seconded by Battis. The motion passed 5-0-0.

c. Public Hearing: Possible Approval of STIP/TIP Amendment #1

Langdell moved to open the public hearing, seconded by Battis.

Minkarah provided an overview of changes in the 1st amendment to the Transportation Improvement Program, noting that none of the changes are significant. Langdell asked if these proposed amendments went to TTAC for review. Minkarah stated yes. Langdell noted that typically there is a memo from TTAC, which she feels is helpful to have. Battis asked what meant by environmental commitments. Minkarah indicated that he could find out more information pertaining to that.

Battis moved to close the public hearing, seconded by Fimbel.

d. Possible Approval of STIP/TIP Amendment #1

Ruch made a motion to approve the STIP/TIP Amendment #1 as presented, Langdell seconded. The motion passed 5-0-0.

e. Discussion of Marketing Strategy

Minkarah asked what direction the Executive Committee wants to go in, what is the goal? Battis would like to get information out to the communities in the region. Landel agreed communities in the region should better know what we do and the value of NRPC. Ruch agreed that many don't know what NRPC does. Various outreach strategies were discussed. It was agreed that a multi-faceted strategy should be developed and implemented on an ongoing basis because of the turnover that occurs in town government.

This discussion led into NRPC Commission Membership Lists which is listed as Other Business on the agenda. Minkarah relayed that the list on file needs updating. A strategy is being developed to obtain accurate contact information from commissioners and appointments from towns. This too will be an ongoing effort to keep up to date and accurate information.

Minkarah distributed information from Publicinput.com and described how the web-based platform could assist NRPC in outreach efforts. Langdel asked the cost of the subscription. Minkarah stated \$12,000 per year, NRPC has requested that DOT fund half through the UPWP. Ruch asked about the process used to vet companies that provide this type of service. Minkarah described that a few companies were reviewed via their websites. Publicinput.com is used by Rockingham Planning Commission. Minkarah and Assistant Director, Siskavich were provided a

demonstration of publicinput.com and they were very impressed with the capabilities. Discussion ensued regarding how NRPC could pass the benefits of the outreach services on to communities within the region.

3. Transportation Programs

a. FY 18-19 UPWP Updates

Minkarah noted that the current NTS Transit Feasibility Study will conclude 12/31/19. A new NTS study will commence in January as part of the UPWP. Minkarah noted that NRPC is currently conducting tons of traffic counts. Minkarah noted that the Regional Housing Needs Assessment and the Regional Plan update are to be done this year. Langdell asked regarding the focus of the Regional Housing Needs Assessment update. Minkarah explained that statistics will be updated and there is a public outreach component. Minkarah commented that as for the Regional Plan update, he wants it to be more visual, to give it life.

4. Other Business

It was agreed that the Executive Committee will not hold a meeting in August.

5. Adjourn

The meeting adjourned at 7:45 p.m. The next regular Executive Committee meeting will be September 18, 2019 at 6:00 p.m.

NRPC FY 2019 DASHBOARD

Aug-19		Key Statistics	
TD Checking		Staff Activities July/Sept	
Beginning Balance	\$225,676.72	GACIT Meetings (2) - Jay	
Deposits & Credits	\$22,998.46	HHW Collection in Nashua - Mason, Matt, Joe, John	
Payments	\$0.00	Partnership For Performance meetings (2) - Jay, Gregg, Matt, John	
Ending Balance	\$225,675.18	NRPC Staff Meetings (2) all	
Bar Harbor Checking		Stormwater Coalition Meetings (2) Sara, Andrew	
Beginning Balance	\$191,817.30	Statewide LTS Meeting - Matt	
Deposits & Credits	\$122,755.51	NTS Staff Meetings - Ryan	
Payments	\$96,960.82	NTS Bus on-board bus evaluations – John, Derek	
Ending Balance	\$217,662.30	Partnership For Performance NH meeting - Jay, Gregg, Matt	
Sunday, June 30, 2019		TTAC (2) Jay, Gregg, Matt, Sabrina	
Accounts Payable	\$883.80	Rail Roundtable with Rep. Kuster & Pappas - Jay and other staff	
Accounts Receivable	\$153,813.44	Interview with Bobbie Bagley on WSMN AM - Jay	
Oversight Activities		2019 Nashua Resilience & Recovery Workshop - Jay	
Line of credit (\$75,000) activated?	No	Meeting at Alene Candle - Jay	
BHB CDs	\$267,230.61	Regional Complete Streets Advisory Committee - Jay & Matt	
Audit Status	In-process	HHW Collection in Pelham - Matt, Cassie, Joe, Derek	
Budget Narrative		RPC Directors Meetings (2) - Gregg, Jay & Sara	
TD/BH BankBalance/Cash on hand:	We continue to have a healthy balance that supports about five months of operating expenses.		
Payables and Receivables:	4 accounts over 60 days and one account over 90 days past due		
FY19 Working Budget		Staff Education & Training - July/Sept	
Funding Sources		Website Stats (with one-month trend)	
Local Dues	\$163,000	nashuarpc.org -- Sessions	2300 (-400)
Federal Contracts	\$154,533	nashuarpc.org -- Users	1700 (-300)
Grants	\$258,582	Constant Contact – Number of Subscribers	501 (21+)
Local Planning Contracts	\$86,878	Constant Contact – Avg Newsletter Open Rate	34%
Other Income	\$7,800	Facebook Likes	387 (+9)
State Contracts	\$996,857	Post Engagement	527 (+421)
Total revenues:	\$1,667,650	Twitter Followers	501 (+5)
Pending Grant Applications	\$0	Post Engagement	28 (-13)
Budget Narrative		Expenses	
TD/BH BankBalance/Cash on hand:	We continue to have a healthy balance that supports about five months of operating expenses.		
Payables and Receivables:	4 accounts over 60 days and one account over 90 days past due		
FY19 Working Budget		Funding Sources	
Local Dues	\$163,000	Audit	\$15,900
Federal Contracts	\$154,533	Dues & Subscriptions	\$10,000
Grants	\$258,582	Employee Benefits	\$166,127
Local Planning Contracts	\$86,878	GIS	\$18,000
Other Income	\$7,800	Insurance	\$11,740
State Contracts	\$996,857	IT	\$5,500
Total revenues:	\$1,667,650	Legal	\$2,500
Pending Grant Applications	\$0	Marketing, Outreach, Annual Forum	\$10,000
Budget Narrative		Office Expenditures	\$16,750
TD/BH BankBalance/Cash on hand:	We continue to have a healthy balance that supports about five months of operating expenses.		
Payables and Receivables:	4 accounts over 60 days and one account over 90 days past due		
FY19 Working Budget		Other Expenditures	\$69,075
Funding Sources		Professional Services	\$427,485
Local Dues	\$163,000	Rent & CAM	\$86,515
Federal Contracts	\$154,533	Salaries	\$747,096
Grants	\$258,582	Staff Development	\$10,000
Local Planning Contracts	\$86,878	Travel & Meeting Exp	\$14,150
Other Income	\$7,800	Utilities	\$13,068
State Contracts	\$996,857	Total Expenses:	\$1,623,906
Total revenues:	\$1,667,650	Delta	\$43,744
Pending Grant Applications	\$0		

**Nashua Regional Planning Commission - FY 2020
Profit & Loss Budget vs. Actual - EC
July through August 2019**

	TOTAL				
	Aug 19	Jul - Aug 19	Budget	\$ Over Budget	% of Budget
Income					
RESOURCES					
2000 Local Dues					
Local Dues Match	(10,560.73)	(13,660.54)	0.00	(13,660.54)	100.0%
2000 Local Dues - Other	13,583.33	27,169.66	163,000.00	(135,830.34)	16.67%
Total 2000 Local Dues	3,022.60	13,509.12	163,000.00	(149,490.88)	8.29%
Federal Contracts					
9011 EPA Brownfields	0.00	0.00	98,000.00	(98,000.00)	0.0%
9055 EDA	0.00	0.00	37,963.00	(37,963.00)	0.0%
9082 Hazard Mit	0.00	0.00	18,570.00	(18,570.00)	0.0%
Total Federal Contracts	0.00	0.00	154,533.00	(154,533.00)	0.0%
Grants					
6300 NRSWMD	8,830.55	11,043.90	241,450.00	(230,406.10)	4.57%
7516 NH Housing-GIS Support	1,772.60	1,772.60	4,648.00	(2,875.40)	38.14%
9025 EPA Healthy Communities	0.00	0.00	12,484.00	(12,484.00)	0.0%
Total Grants	10,603.15	12,816.50	258,582.00	(245,765.50)	4.96%
Interest Income	626.79	1,206.32	6,000.00	(4,793.68)	20.11%
Local Planning Contracts					
2142 Hudson MP	0.00	0.00	19,378.00	(19,378.00)	0.0%
2150 Mason CR	805.85	1,753.62	5,000.00	(3,246.38)	35.07%
2250 Litchfield CR	1,286.60	2,440.79	18,000.00	(15,559.21)	13.56%
2361 MVD	300.00	618.75	3,000.00	(2,381.25)	20.63%
2554 Pelham Master Plan	0.00	0.00	2,000.00	(2,000.00)	0.0%
2556 Pelham CIP	0.00	1,000.00	2,000.00	(1,000.00)	50.0%
2565 Pelham MS4 Field Support	187.50	187.50	2,000.00	(1,812.50)	9.38%
2610 Wilton CR	2,750.78	4,396.09	18,000.00	(13,603.91)	24.42%
Total Local Planning Contracts	5,330.73	10,396.75	69,378.00	(58,981.25)	14.99%
Other Income					
8000 Pubs/Map Sales	0.00	0.00	1,800.00	(1,800.00)	0.0%
Total Other Income	0.00	0.00	1,800.00	(1,800.00)	0.0%
State Contracts					
1000 NH OSI	0.00	0.00	11,111.00	(11,111.00)	0.0%
3000 DOT Highway Planning					
100 MPO ADMIN & TRAINING	19,015.99	22,824.74	72,000.00	(49,175.26)	31.7%
200 POLICY & PLANNING	8,569.03	10,353.37	173,250.00	(162,896.63)	5.98%
300 PUBLIC INVOLV & COORD	3,347.96	4,809.15	52,200.00	(47,390.85)	9.21%
400 PLAN SUPPORT	42,046.15	55,873.05	270,450.00	(214,576.95)	20.66%
500 TECHNICAL ASSIST & SUPPORT	25,344.62	32,361.94	156,119.00	(123,757.06)	20.73%
600 NASHUA TRANSIT EXP. STUDY	0.00	0.00	28,105.00	(28,105.00)	0.0%
3000 DOT Highway Planning - Other	0.00	0.00			
Total 3000 DOT Highway Planning	98,323.75	126,222.25	752,124.00	(625,901.75)	16.78%
3100 Transit Expansion	2,083.84	3,395.19	27,000.00	(23,604.81)	12.58%
3250 LTS - RPC	834.96	994.44	6,767.00	(5,772.56)	14.7%
3500 DOT 5310 SVTC	0.00	0.00	190,039.00	(190,039.00)	0.0%
3505 DOT/5310 Formula	0.00	0.00	0.00	0.00	0.0%
4430 CTAP Phase III TDM - CNHRP	926.87	1,028.12	16,000.00	(14,971.88)	6.43%
Total State Contracts	102,169.42	131,640.00	1,003,041.00	(871,401.00)	13.12%
Total RESOURCES	121,752.69	169,568.69	1,656,334.00	(1,486,765.31)	10.24%
Expense					

**Nashua Regional Planning Commission - FY 2020
Profit & Loss Budget vs. Actual - EC
July through August 2019**

	TOTAL				
	Aug 19	Jul - Aug 19	Budget	\$ Over Budget	% of Budget
Depreciation	226.28	452.56	0.00	452.56	100.0%
Annual Forum	0.00	0.00	5,000.00	(5,000.00)	0.0%
Audit	4,000.00	4,000.00	15,900.00	(11,900.00)	25.16%
Bank Service Charges	0.00	0.00	250.00	(250.00)	0.0%
Capital Equipment	0.00	0.00	5,000.00	(5,000.00)	0.0%
Dues & Subscriptions	164.84	685.03	10,000.00	(9,314.97)	6.85%
Employee Benefits					
C Dental Insurance	595.79	1,267.63	7,507.00	(6,239.37)	16.89%
C Health Ins.	5,891.28	10,487.92	71,535.00	(61,047.08)	14.66%
C HSA Contribution	0.00	0.00	3,750.00	(3,750.00)	0.0%
C LTD Insurance	111.38	221.08	1,386.00	(1,164.92)	15.95%
C Retirement 401	2,130.99	3,538.63	22,600.00	(19,061.37)	15.66%
C Retirement 457	0.00	0.00	0.00	0.00	0.0%
C STD Insurance	201.91	398.19	2,750.00	(2,351.81)	14.48%
Total P/R Taxes (Indirect)	6,369.41	10,566.23	57,383.00	(46,816.77)	18.41%
Total Employee Benefits	15,300.76	26,479.68	166,911.00	(140,431.32)	15.87%
Equipment Maintenance	0.00	0.00	1,750.00	(1,750.00)	0.0%
GIS	1,471.99	2,943.98	18,000.00	(15,056.02)	16.36%
Insurance	664.29	1,328.58	11,740.00	(10,411.42)	11.32%
Internet Access/Telephone	693.60	1,566.92	6,840.00	(5,273.08)	22.91%
IT Service	474.71	747.25	5,500.00	(4,752.75)	13.59%
Janitorial	225.00	450.00	3,600.00	(3,150.00)	12.5%
Legal	0.00	0.00	2,500.00	(2,500.00)	0.0%
Legal Notices	133.25	389.50	0.00	389.50	100.0%
Marketing and Outreach	0.00	0.00	5,000.00	(5,000.00)	0.0%
Misc	26.00	52.00	4,130.00	(4,078.00)	1.26%
Office Expenses	3,578.37	4,497.49	16,750.00	(12,252.51)	26.85%
Payroll Expenses	0.00	0.00			
Postage	120.45	237.80	2,000.00	(1,762.20)	11.89%
Printing	493.00	986.00	6,500.00	(5,514.00)	15.17%
Professional Services	0.00	5.50	427,485.00	(427,479.50)	0.0%
Recruiting	0.00	0.00	0.00	0.00	0.0%
Rent & CAM	7,150.00	14,300.00	86,515.00	(72,215.00)	16.53%
Reserve Fund	0.00	0.00	21,730.00	(21,730.00)	0.0%
Total Salaries	86,915.79	113,338.41	750,102.00	(636,763.59)	15.11%
Small Equipment	499.50	618.50	5,950.00	(5,331.50)	10.4%
Staff Development	240.00	605.00	10,000.00	(9,395.00)	6.05%
Travel					
Meeting Expenses (Lunch etc.)	126.57	126.57	2,300.00	(2,173.43)	5.5%
Mileage & Travel	593.78	1,497.35	10,850.00	(9,352.65)	13.8%
Vehicle Exp (Gas,Rep,Ins,ect.)	46.61	74.50	1,000.00	(925.50)	7.45%
Total Travel	766.96	1,698.42	14,150.00	(12,451.58)	12.0%
Utilities	1,089.00	2,178.00	13,068.00	(10,890.00)	16.67%
Total Expense	124,233.79	177,560.62	1,616,371.00	(1,438,810.38)	10.99%
Net Income	(2,481.10)	(7,991.93)	39,963.00	(47,954.93)	(20.0%)

Nashua Regional Planning Commission - FY 2020

Balance Sheet

As of August 31, 2019

Aug 31, 19

ASSETS

Current Assets

Checking/Savings

1 NOW Account xx5715	248,675.18
Bar Harbor Bank & Trust xx1485	189,677.61
BHBT - 13 Mo CD xx3688	64,245.87
BHBT - 19 Mo CD xx3662	202,984.74
Petty Cash	191.00

Total Checking/Savings 705,774.40

Accounts Receivable

Total Accounts Receivable 153,813.44

Other Current Assets

FP Mailing Postage Account 169.75

Total Other Current Assets 169.75

Total Current Assets 859,757.59

Fixed Assets

Fixed Assets

Accum Depr	-32,889.92
Vehicle	21,828.00
Fixed Assets - Other	19,421.94

Total Fixed Assets 8,360.02

Other Assets

Prepaid Expense 20,417.20

Total Other Assets 20,417.20

TOTAL ASSETS 888,534.81

Nashua Regional Planning Commission - FY 2020

Balance Sheet

As of August 31, 2019

Aug 31, 19

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

Accounts Payable 883.80

Total Accounts Payable 883.80

Credit Cards

Bank of America -CC 3,879.61

Total Credit Cards 3,879.61

Other Current Liabilities

Accrued Vaca Payable **offset 28,091.00

E United Way Withheld 25.00

Local Dues 135,833.34

P/R Liabilities - Other

C HSA Contributions 4,375.00

E Dental Insurance Withheld 174.44

E Health Insurance Withheld 595.97

E HSA Contributions -4,375.00

E STD Insurance Withheld 38.24

Total P/R Liabilities - Other 808.65

Retainers

Retainer-2245 Litchfield CIP 442.55

Retainer-6300 HHW 49,318.60

Retainer-MS4 Coop. Agreement 20,000.00

Total Retainers 69,761.15

Total Other Current Liabilities 234,519.14

Total Current Liabilities 239,282.55

Total Liabilities 239,282.55

Equity

Retained Earnings 629,153.19

Vacation Bene Payable ** offset 28,091.00

Net Income -7,991.93

Total Equity 649,252.26

TOTAL LIABILITIES & EQUITY 888,534.81



NASHUA REGIONAL PLANNING COMMISSION

BYLAWS

Amended and Approved ~~June 15, 2011~~

ARTICLE I. NAME

The name of this public agency shall be the Nashua Regional Planning Commission, hereinafter referred to as the Commission.

ARTICLE II. PURPOSE

The Commission shall have the purposes, rights, powers, and duties as are conferred or imposed upon it by the regional planning provisions of Revised Statutes Annotated (36:45-53) and any amendments thereto; and as set forth in Section 9 of the Federal-Aid Highway Act of 1962, as amended, and Section 134, Chapter I, Title 23, U.S.C.

ARTICLE III. MEMBERSHIP

Commission membership shall be of those municipalities which have chosen to join the Commission in accordance with provisions of the Revised Statutes Annotated. Commissioners and Alternates to the Commission shall be elected or appointed according to provisions of the Revised Statutes Annotated by municipalities in the region; said appointment or reappointment to the Commission shall be certified by the member municipality. To fulfill the purpose and intent of the Commission's designation as the Metropolitan Planning Organization (MPO) for transportation planning in the region, membership shall include one representative each from the New Hampshire Department of Transportation, the Federal Highway Administration, ~~and~~ the Federal Transit Administration and the Nashua Transit System. In the event a Commissioner or Alternate resigns, a copy of the resignation shall be filed with the Chairman of the Commission.

ARTICLE IV. OFFICERS

- A. General:** The Commission officers shall include a Chairman, a Vice-Chairman and a Treasurer who shall be elected at the Annual Meeting of the Commission and shall take office July 1 and serve until June 30 of the following year or until successors have been elected. No officer shall be eligible to serve more than two consecutive terms in the same office but may hold other offices at the will of the Commission. No individual shall hold more than one office at the same time.
- B. Election:** A Nominating Committee shall be appointed by the Chairman. Officers shall be nominated by the Nominating Committee and elected by a majority vote of the Commissioners present at the Annual Meeting. The Nominating Committee shall also nominate at-large members to the Executive Committee. A Nominating Committee shall remain in effect until its successor has been appointed.

- C. Vacancies:** In the event a vacancy occurs in any office during the term of office, the Nominating Committee in effect shall nominate a replacement to be voted on at the next meeting of the Commission to fill the unexpired term of office.
- D. Removal:** An officer may be removed for cause from office by a two-thirds vote of the Commissioners present at a meeting after a petition by five (5) members representing three (3) member municipalities has been filed with the Chairman and the officer concerned ten (10) days prior to the meeting.
- E. Chairman:** The Chairman shall preside at all Commission meetings. The Chairman shall call special meetings and shall have the right to vote on all matters which may come before the Commission. The Chairman shall be a member ex-officio of all committees except the Nominating Committee.
- F. Vice-Chairman:** The Vice-Chairman shall perform the duties of the Chairman in the event of the absence or incapacitation of the Chairman. If both the Chairman and the Vice-Chairman are not present at a meeting, a quorum of the Commissioners shall select a Chairman pro-tem from the members of the Executive Committee present.
- G. Treasurer:** The Treasurer, working with the Executive Director, shall oversee all financial matters of the Commission. The Treasurer shall provide, through the Executive Director, biannual reports to the Commission on the financial status of the Commission.
- H. Official Records:** The Executive Director shall be the Secretary and official keeper of the Commission records and shall not have a voting privilege.

ARTICLE V. MEETINGS

- A. Schedule:** Unless otherwise specified by the Chairman of the Commission, meetings shall be held quarterly. The Chairman shall have the authority to call a special meeting. Special meetings shall also be held by petitions to the Chairman by five (5) Commissioners, on 48 hours notice. The purpose of the special meeting will be the only subject on the agenda. The Annual Meeting shall be held in June for the purpose of electing officers, adopting the annual operating budget and any other business that may come before the Commission. A Commission quorum shall consist of eleven representatives or duly appointed alternates.
- B. Order of Business:**

 - I. Call to Order.
 - II. Privilege of the Floor.
 - III. Approval of Minutes.
 - IV. Chairman's Report.
 - V. Regular Business.
 - VI. Other Business.
 - VII. Items of Information.
 - VIII. Commissioners' Roundtable.
 - IX. Adjournment.

All items on the agenda shall be given a separate number.

- C. Roll Call Vote:** A roll call vote shall be taken when called for by any Commissioner.
- D. Submittal of Additional Items:** All resolutions introducing new business and calling for action by the Commission shall be in writing and filed with the Executive Director no later than the 8th day preceding the date of the next Commission meeting. A Commissioner may also introduce new business at a meeting on which no action is called for at that meeting.
- E. Agenda:** The Chairman, after consultation with the Executive Director, shall decide what matters shall be placed on the agenda of the next meeting.
- F. Notice of Agenda:** The Executive Director shall send a copy of such agenda to all Commissioners along with accompanying materials and shall make copies of the agenda available to the press and to interested citizens who request them.
- G. Executive Director:** The Executive Director shall have the privilege of the floor at any time for the purposes of giving information to the Commission.
- H. Change in Order of Agenda:** The Chairman shall have the discretion to change the order of agenda items at any meeting.

ARTICLE VI. COMMITTEES

- A. General:** By a majority vote of the Commissioners present at a meeting, the Commission shall establish committees or subcommittees for such purpose and with such procedures as it deems necessary or desirable. A quorum for committee action shall be a majority of its members. Committees shall take action by vote of a simple majority of Commissioners present and constituting a quorum. Committees shall be advisory to the Commission.
- B. Executive Committee:** There shall be an Executive Committee which shall consist of the officers and six Commissioners at-large. Members shall be nominated for a three year term by the Nominating Committee and ratified by a majority vote of the voting members present at the Annual Meeting. Duly elected members of the Executive Committee shall serve for their three year term, or until they resign, and may be re-elected for an infinite number of terms. The Executive Committee shall conduct the affairs of the Commission at times when the Commission is not in session and shall report on its actions to the Commission at the next Commission meeting. The Executive Committee shall meet at least eight (8) times per year. ~~Beginning with the annual meeting in 2011, election to the Executive Board shall be for a three year term. Those members of the Executive Board currently serving and elected prior to 2011 shall have their positions converted to a three year term. Those elected between 2003 and 2005 shall have their term expire in 2012. Those elected between 2005 and 2009 shall have their term expire in 2013. Those elected in 2009 shall have their term expire in 2012 and those elected in 2010 shall have their term expire in 2013.~~ In the event that a vacancy occurs in one of the positions and that vacancy occurs between Annual

meetings, the executive board shall fill the position. Those appointed by the executive board shall serve until the next annual meeting of the commission at which time the nominating committee shall nominate someone for the Commission to elect for the balance of the term. The duties of the Executive Committee shall include the following:

1. In accordance with Article VIII D the Executive Committee shall employ auditors to conduct the annual audit of the books of the Commission and shall supervise the work of the auditors.
2. Oversee the administration of such personnel policies, administrative regulations, and financial procedures including the establishment of bond amounts for officers and staff, as may be needed within the pertinent General Statutes, federal requirements, the By-Laws, and the program and budget adopted by the Commission.
3. Consider and propose a budget for the work program, as prepared by the Executive Director, for approval to the Commission prior to July 1 of each year. During the course of the fiscal year, the Executive Committee shall review proposals for budget changes, amendments, and transfers of funds between accounts that may be made from time to time and shall have the authority to approve such changes, amendments, or transfers provided such changes, amendments or transfers do not increase the appropriations of the member municipalities of the Commission.
4. Review and approve procedures to be used in the purchase of supplies and equipment as well as the award of contracts and the expenditures of all Commission funds.
5. In accordance with the Personnel Policies of the Commission, have the authority to recruit, select and fix the salary of the Executive Director subject to approval by the Commission.
6. Have the authority to compensate Commissioners for attending to the proper business of the Commission.
7. In accordance with the Personnel Policies of the Commission, assist in maintaining administrative and disciplinary control over staff upon recommendations of the Executive Director.

C. Transportation Technical Advisory Committee: There shall be a Transportation Technical Advisory Committee (TAC) which shall consist of one technical or staff level representative from each of the Commission's member municipalities plus representation from the New Hampshire Department of Transportation, the New Hampshire Department of Environmental Services, the Federal Highway Administration, the Federal Transit Administration, and the

Nashua Transit System. The Transportation TAC shall meet at least six (6) times per year to ensure that transportation related decisions of the Commission are based on technically sound principles as well as community goals and objectives. The Transportation TAC shall make regular reports to the Commission. The duties of the Transportation Technical Advisory Committee shall include the following:

1. Render technical advice to the Commission regarding contemplated or ongoing projects in the form of written memoranda and presentations at Commission meetings.
2. Assist staff in identifying transportation issues in the region.
3. Provide recommendations to the Commission and the New Hampshire Department of Transportation on project funding priorities.
4. Make recommendations to the Commission regarding the utilization of the media to provide information which will keep the citizens of the region well informed of transportation plans and the planning process.
5. Organize workshops and public information sessions to provide opportunities for public input into the transportation planning process.

ARTICLE VII. VOTING

- A. General:** A majority vote of the Commissioners present, when a quorum has been established, is required to approve all formal Commission actions.
- B. Roll Call:** Any Commissioner may request a roll call vote on any matter.
- C. Comprehensive Master Plan:** The Comprehensive Master Plan, or any part thereof as required by RSA 36:47, shall be adopted by no less than eleven votes in the affirmative.
- D. Alternates:** An alternate shall have voting privileges in the absence of one or more of the Commissioners of the respective member.

ARTICLE VIII. FINANCES

- A. General:** Gifts, bequests or contribution, may be accepted at a meeting of the Commission, provided such gifts or contributions are to be utilized at the discretion of the Commission. Requests for grants-in-aid from the State or Federal government shall be approved by the Commission; approval of such requests shall include the authorization of the Executive Director to sign such agreements or contracts within the scope of the requests of the Commission. All expenditures in excess of \$1,000 (One Thousand Dollars) shall be authorized by the Chairman, Vice-Chairman, or Treasurer and the Executive Director;

expenditures of \$1,000 (One Thousand Dollars) or less may be authorized by the Executive Director, or in his absence, the Chairman, Vice-Chairman, or Treasurer and shall be within the terms of the Commission's budget. The Commission's fiscal year shall be from July 1 through June 30.

- B. Fixed Assets:** The Commission shall maintain an inventory of fixed assets. From time to time as necessary the Executive Committee shall designate the minimum value of items which shall be identified as fixed assets based on recommendations from the agency auditor. Purchases of durable goods over that minimum value shall be considered as fixed assets by the Commission and maintained in a fixed asset inventory by the Executive Director. They shall be depreciated on a straight line basis at a rate determined annually by the Commission's auditor.

- C. "In-Kind" Contributions:** The Commission may accept donations of time from individuals or property which may be considered for their cash value at the discretion of the donor and the Commission according to guidelines established by the Commission and consistent with appropriate state and federal rules governing such contributions.

- D. Annual Audits:** The Commission shall retain the services of a certified public accounting firm approved by the State of New Hampshire to conduct an annual audit of the Commission's financial records.

ARTICLE IX. EXECUTIVE DIRECTOR

- A. Appointment and Duties:** The Commission shall appoint an Executive Director to serve at its pleasure. The Executive Director shall:
 - 1. have charge of and manage the active business operations of the Commission and shall be the Chief Fiscal Officer;
 - 2. prepare the annual budget;
 - 3. be responsible for keeping expenditures and commitments within authorized appropriations and allocations;
 - 4. hire and supervise the Commission's staff, and shall evaluate, promote, demote and terminate personnel subject to the policies of the Commission;
 - 5. keep active accounts of all the property of the Commission;
 - 6. perform other duties incident to his office and such other duties as may from time to time be assigned to or requested of him by the Commission.

- B. Removal:** The Commission may remove the Executive Director by a majority vote of all Commissioners of the Commission.

ARTICLE X. PROFESSIONAL AND TECHNICAL ASSISTANCE

Within the budget approved by the Commission, and in a manner prescribed by the Commission, other technical and clerical assistance may be employed to carry out the work of the Commission.

ARTICLE XI. AGREEMENT FOR COMMUNITY PLANNING SERVICES

The Executive Director shall be authorized to undertake for the Commission special projects for member municipalities, the cost of which is to be paid by the municipality in accordance with agreements executed by the Executive Director.

ARTICLE XII. AMENDMENTS

These By-Laws may be amended at any time by two-thirds (2/3) majority of the Commissioners present at a meeting at which a quorum has been established, providing that all Commissioners have been given at least seven (7) days written notice of the proposed amendment(s).

ARTICLE XIII. RULES AND PROCEDURES

The rules contained in Robert's Rules of Order shall govern the Commission in all cases to which they are applicable.