TOWN OF STOWE
HISTORIC PRESERVATION COMMISSION
BYLAWS

Draft

1. **Membership**

   A. The Commission shall consist of not less than five nor more than nine members appointed by the Selectboard.

   B. The terms of membership shall be three years, except that the initial appointments shall be staggered so that two commission memberships expire after the first year, three after the second year, and three after the third year of the Commission's existence.

   C. The Commission shall be composed of professional and lay members, a majority of whom reside within the jurisdiction of the Town of Stowe.

   D. All members of the Commission shall have a demonstrated interest, competence, or knowledge in historic preservation.

   E. To the extent available with the jurisdiction of the Town of Stowe, at least a majority of the members shall be professionals from the disciplines of history, archaeology, architectural history, architecture and historical architecture who meet the requirements outline in Appendix A of the "Regulations for the Vermont Certified Local Government Program." Members representing other historic preservation related disciplines, such as urban planning, American studies, American civilization, cultural geography, or cultural anthropology, and lay members are encouraged. When a discipline is not represented on the Commission, the Commission shall seek the assistance of the Division of Historic Preservation in obtaining the necessary expertise when considering National Register nominations and other actions that will impact properties which are normally evaluated by a professional in such a discipline.

2. **Officers**

   A. The Commission shall elect by majority vote a Chair, Vice Chair, and Clerk annually following Town Meeting and prior to May 1.

   B. The Chair shall preside at all meetings and hearing of the Commission and decide all points of order or procedure, and appoint any committees.

   C. The Vice Chair shall assume the duties of the Chair whenever the Chair is absent at the Chair's request.

   D. The Clerk shall assume the duties of the Chair whenever the Chair and the Vice Chair are both absent. The Clerk shall keep the Commission's minutes and other records.

5. **Conflict of Interest**

A. The Commission's Conflict of Interest policy shall be that attached as Appendix A.

6. **Amendments**

These Bylaws may be amended at any regular meeting of the Commission, provided that such amendments are listed as an agenda item to be considered at that meeting.

Adopted this _____ day of _____ 2000.

Town of Stowe
Historic Preservation Commission

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Appendix A

Conflict of Interest

1. **Policy** - No person (see definition in subsection 2.a., below) shall participate in the selection, award, or administration of any HPF-assisted program activity, subgrant, contract, or subcontract if a conflict of interest, real or apparent, exists. Nor shall any person participate through approval, disapproval, recommendation, or other decision concerning any Federal Preservation Tax Incentive, Certification, National Register Nomination, or Review and Compliance case if such a conflict, real or apparent, exists.

   No person shall engage in outside employment or have any direct or indirect financial interest that conflicts or would appear to conflict with the fair, impartial, and objective performance of officially assigned duties and responsibilities for administration of the HPF program. Employees or agents (i.e., persons authorized to represent the SHPO organization, or to perform any official capacity for it) shall neither solicit nor accept gratuities, favors, nor anything of monetary value from contractors, potential contractors, or parties to potential or actual HPF grant awards.

2. **Definitions**

   a. "Person" means:

      1) the State Historic Preservation Officer,
      2) State Historic Preservation Office staff,
      3) President of the National Trust for Historic Preservation,
      4) staff of the National Trust for Historic Preservation,
      5) Trustees and Advisory Board Members of the National Trust for Historic Preservation,
      6) Subgrantees or contractors paid in whole or part, by HPF funds or whose time or salaries are used as allowable matching share,
      7) Members of a State Review Board(s) and/or separate Commission(s) which share 36 CFR 61 or HPF grant oversight responsibilities,
      8) CLG commission members, agents, or staff, and
      9) employees, agents, partners, associates, or family members of those cited in this definition.

   b. A "conflict of interest" exists when a person may benefit (either through financial or personal gain) from the position he/she holds with respect to the HPF-assisted program or may be unable to make impartial decisions or render impartial advice due to outside relationships or other activities with other persons as defined

above. This applies to those persons who participate in or influence the grant award decision-making process, gain information not available to the general public, or provide oversight or administration of any aspect of the HPF grant program.

c. An "apparent conflict of interest" exists whenever circumstances are such that a person may appear to be a position to benefit (either through financial or personal gain) from the position he/she holds with respect to the HPF-assisted program or may be unable to make impartial decisions or render impartial advice due to outside relationships or other activities with other persons as defined. This applies to those persons who participate in or influence the grant award decision-making process, gain information not available to the general public, or provide oversight or administration of any aspect of the HPF grant program whether or not such a conflict actually exists. An apparent conflict of interest also exists when a person may appear to have an unfair competitive advantage because of his/her relationship with the SHPO organization. Accordingly, Historic Preservation Commission members should not be included on any lists or qualified consultants distributed to the public by the SHPO.

3. **Declaring and Resolving Conflict of Interest**

a. **Nonvoting** - When a person, as defined in subsection 2.a., above, is involved in nonvoting situations such as Tax Act Certification or Review and Compliance decisions, and a real or apparent conflict of interest situation exists, the person involved must disclose the possible conflict and physically absent and recuse himself/herself from the decision-making process. The conflict shall be declared and documented in writing (by providing the name, date, and nature of the conflict) as soon as the situation becomes apparent but, at a minimum, before the issue or action for which the conflict exists is acted upon or brought to resolution. Those in a position to make a decision must be fully informed as to the possible interest of the persons involved.

b. **Voting** (Historic Preservation Commission Meetings) -When a real or apparent conflict of interest situation arises in the context of a voting situation, the person must disclose the possible conflict and physically absent and recuse himself/herself from the decision-making process (including presentations and discussion) and neither vote directly, in absentia, nor by proxy in that matter. The recusal and the reasons therefore must be recorded in the meeting minutes. Those in a position to make a decision must be fully informed as to the possible interest of the person abstaining and recusing him/her self. See Subsection 9., below regarding persons with a pattern of conflicts.

4. **Written Procedures** (Code of Conduct) - Each SHPO organization and the National Trust must maintain a written code with standards of conduct governing the performance of their employees engaged in the award and administration of contracts. This code must, at a minimum, comply with the requirements of this section, and is binding on all persons listed in subsection 2.a., above.
The grantee may adopt more stringent requirements than those specified by NPS. The standards established in this section shall be considered the minimum. In those situations where exiting State procedures are more stringent, those shall apply. However, in situations where State-wide conflict of interest requirements are less stringent (e.g., may not apply to the Historic Preservation Commission or a separate Commission), the standards in the section shall apply for administration of the HPF program in its entirety.

5. **Procurement** - Contract awards shall not be made to any person or firm who has developed for has drafted bid specifications, requirements, a statement of work, an invitation for bids, and/or a request for proposals for a particular grant-related procurement.

6. **Nepotism** - State grantees will follow State laws and administering regulations governing nepotism in relations to employment, contracting, and the award of HPF grant assistance.

7. **Officials Not to Benefit** - No member of or delegate to Congress or Commissioner, shall be admitted to any share or part of a grant, or to any financial benefit that may arise therefrom; but this provision shall not be construed to extend to a grant if made with a corporation for its general benefit.

8. **Corrupt Practices** - The award and administration of NPS grants and of sub-agreements awarded by State grantee under those grants must be accomplished free from bribery, graft, kickbacks, and other corrupt practices. The grantee bears the primary responsibility for the prevention, detection, and cooperation in prosecution of any such conduct. Federal administrative or other legally available remedies will be pursued to the extent appropriate.

   No person, agency, or other organization may be employed or retained to solicit or secure a grant or contract upon agreement or understanding for commission, percentage, brokerage, or contingent fee. For breach of violation of this prohibition, the Federal Government shall have the right to annul the grant without liability or, at its discretion, to deduct from the grant or otherwise recover the full amount of such commission, percentage, brokerage, or contingent fee, or to seek such other remedies as may be legally available.

9. **Enforcement** - The grantee organization must enforce and document that it enforces its conflict of interest procedures or code of conduct whenever applicable. At a minimum, there must be written records of abstentions from the decision-making process in conflict of interest situations. The records of abstentions and recusals shall, at a minimum, document who was absent from the decision and for what reason.

   Individuals who have a pattern of conflicts of interest and consequent abstentions, ought to be removed from the Commission or assigned other responsibilities because their function of offering advice cannot be fulfilled. In addition, the grantee organization must ensure that those on whom these procedures are binding (subsection 2.a., above) are fully knowledgeable of these conflict of interest requirements and agree to abide by them in the execution of their HPF program responsibilities. Documentation of these requirements is fulfilled by a signed an dated statement from each person attesting to that fact.

   State ethics officers are authorized to determine the applicability of these requirements to individual situations in regard to State employees and to resolve employee conflict of interest situations (see also subsection 11., below).

10. **Conflict of Interest Involving Current or Former Federal Employees** - The grantee will not use any Federal funds or funds from other sources applied as matching share to pay a fee to, or travel expense of, current employees of the Federal Government for consultant services, lectures, attending program function, including HABS/HAER participation, or any other activities in connection with the grant or any subagreement awarded under this grant. Grantees are to consult with NPS when the appearance of such conflicts or interest arise. This prohibition is in accordance with 18 USC 209 which stipulates that Federal employees whose employment has not terminated shall not receive supplemental compensation for their services as Federal Government employees.

    It is NPS policy that personal or organizational conflict of interest, or the appearance of conflict of interest, be prevented in the award and implementation of grants, including subgrants and subcontracts or other subagreements which involve former and current Federal employees in the award and implementation of grants. A conflict of interest will appear to exist when grant assistance is awarded to or by a grantee and a current or former NPS employee participated in the pre-award and award process and benefits financially from the grant. Specific details are contained in 43 CFR 20.

11. **Violations** - When there is a suspected violation of the conflict of interest policy or requirements, the SHPO organization must advise NPS of the matter, pursue available State or local legal and administrative remedies, take appropriate remedial action with

respect to any allegations or evidence coming to its attention, and advise NPS of the ultimate disposition of any matter. Such violation may result in cost disallowances or other sanctions.