

CHARTER OF THE TOWN OF LYNDON

ARTICLE I. GENERAL.

1. Merger of the Town of Lyndon and the Village of Lyndonville. The Village of Lyndonville is hereby merged into the Town of Lyndon. The Town of Lyndon is the surviving municipal corporation. The name of the Town shall remain "Town of Lyndon." All of the former Village's tangible property, including the Lyndonville Electric Plant, and all intangible property and other assets are hereby transferred to and are now the property of the Town of Lyndon without any limitation whatsoever. The Town of Lyndon hereby assumes and agrees to pay all of the former Village of Lyndonville's debts, and assumes and agrees to perform all of the former Village of Lyndonville's duties and obligations owed to third parties, without any limitation whatsoever.
2. Applicability of General Laws. Except when changed, enlarged, or modified by the provisions of this charter, or by any lawful regulation or ordinance of the Town, all provisions of the statutes of the State of Vermont relating to municipalities, as the same may be amended from time to time, shall apply to the Town.
3. Powers of the Town.
  - a. The Town shall have all of the powers granted to towns by the constitution and laws of the State of Vermont and this charter, together with all of the implied powers necessary to carry out all of the powers expressly so granted. The Town may enact any regulations and ordinances that are not inconsistent with the constitution and laws of Vermont or with this charter and may impose penalties for violations thereof.
  - b. The Town may acquire property within or without its corporate limits for any lawful municipal purpose, in fee simple or any lesser interest or estate, by purchase, gift, devise, lease, condemnation or other means and may lease, mortgage, hold, manage, and control such property as the Town's interests may require.
  - c. Unless expressly stated otherwise, reference in this charter to a particular power shall not be construed to be exclusive with respect to such powers nor as a limitation on the powers that the Town would have if reference to that particular power had not been made.
  - d. Nothing contained in or omitted from this charter shall be construed in any way

to limit the powers and functions conferred on the Town of Lyndon and its Selectboard by general or special state laws or regulations now in force or effect or hereafter enacted.

## ARTICLE II. ORDINANCES.

Adoption, Amendment or Repeal of Ordinances by Selectboard. The Selectboard may initiate the adoption of, adopt, amend, or repeal an ordinance as provided in and consistent with the procedures of 24 VSA Chapter 59 of the Vermont Statutes Annotated, as the same may be hereafter amended from time to time.

1. Adoption of Ordinances by Initiative. An ordinance may be enacted by vote of the Town according to the following procedure:
  - a. a petition signed by not less than 10 percent of the Town's registered voters shall be filed with the Town Clerk requesting enactment of the ordinance, accompanied by the text thereof;
  - b. the Selectboard shall call a special town meeting to be held within 60 days of the date the petition is filed, unless the Selectboard enacts the ordinance within such 60-day period;
  - c. the warning for the special town meeting shall include the text of the proposed ordinance verbatim and shall provide for a "yes" or "no" vote as to its enactment;
  - d. the ordinance shall be adopted if at least 15 percent of the Town's registered voters vote on the question to adopt the ordinance, and a majority of that number vote for adoption; and
  - e. any ordinance so adopted shall take effect on the 30th day following adoption.
2. Repeal of Ordinances by Referendum. All Town ordinances except those specified in Section 6 of this Article II may be repealed by vote of the Town if a petition signed by not less than 15 percent of the registered voters, specifying the particular ordinance on which the vote is requested, is filed with the Town Clerk. The Selectboard shall call a special town meeting to be held within 60 days of the date the petition is filed, to vote on whether the ordinance shall be repealed. The ordinance subject to the vote shall be repealed if at least 15 percent of the Town's registered voters vote on the question to repeal the ordinance, and a majority of the number so voting vote to repeal the ordinance.
3. Penalties for Violation of an Ordinance.

- a. A Town ordinance may provide:
    - 1. for a fine not greater than \$10,000.00 for the violation thereof, the amount of a particular fine to be determined by the Selectboard on a case by case basis; and
    - ii. that each day a violation continues may constitute a separate violation.
  - b. A violation of a Town ordinance shall be classified as a misdemeanor or a rule violation in the same manner as it would be classified by state laws now in effect or hereafter enacted, and prosecuted accordingly.
  - c. The Town may maintain an action to enjoin the violation of any ordinance or rule. The election by the Town to apply for an injunction shall not prevent the Town from also seeking a criminal prosecution or the imposition of a fine for the violation thereof.
- 4. Record Book of Ordinances. The Town Clerk shall prepare and keep in the clerk's office and in the Cobleigh Library a single book of ordinances which shall contain each ordinance, together with an index of the ordinances arranged according to subject matter. The clerk's failure to comply with this Section 5 shall not invalidate any ordinance that was lawfully adopted.
  - 5. Non-applicability to Zoning and Subdivision Regulations. Sections 2 and 3 of this Article II shall not apply to the enactment, amendment, or repeal of any zoning or subdivision bylaw, nor to the enactment, amendment or repeal of any municipal plan or vote on a comprehensive regional plan, all of which are controlled by and shall be accomplished in conformity with 24 VSA Chapter 117 of the Vermont Statutes Annotated.

ARTICLE III. TOWN OFFICERS.

- 1. General. The officers of the Town of Lyndon shall be those provided by law, except as otherwise provided in this charter. Such officers shall have all of the powers and duties necessary to carry out the provisions of this charter as well as those provided bylaw.
- 2. Elected Officers. The municipal officers elected by the Town and their numbers shall be:
  - a. five members of the Selectboard;
  - b. one Moderator;
  - c. five Trustees of the Cobleigh Library;
  - d. three, four or five Listers, as determined by the Selectboard;

- e. one Town Agent;
  - f. one Town Clerk;
  - g. three Trustees of the Sanborn School Fund;
  - i. Justices of the Peace, the number of which shall be determined in accordance with Section 52 of Chapter II of the Vermont constitution; and
  - j. one Town Treasurer.
3. Qualifications of Officers. All elected officers shall be legally qualified voters of the Town, with the exception that one of the five Cobleigh Library Trustees may live outside of the Town of Lyndon. All elected officers shall hold office for the terms hereafter specified and thereafter until their successors are elected and qualified.
4. Election of Officers by Australian Ballot. All officers identified in Section 2 of this Article shall be elected by Australian ballot.
5. Vacancies in Town Offices. When an elected officer identified in Section 2 of this Article III resigns, moves their residence outside of the Town, dies or becomes incapacitated, their office shall thereby become vacant. In addition, if a member of the Selectboard fails to attend at least 50% of the Selectboard's meetings in any calendar quarter, their office may be declared vacant by the vote of a majority of the Selectboard held at a warned meeting thereof. If a vacancy is created more than 90 days prior to the Town's next annual meeting, the Selectboard shall promptly appoint an eligible person to fill the vacancy until the next annual meeting. If the vacancy is created within 90 days of the Town's next annual meeting, the vacancy shall be filled by vote of the Town at that annual meeting. A person so appointed or elected shall serve until their predecessor's term expires.
6. Terms of Office of Members of the Selectboard.
- a. Each member of the Selectboard shall be elected for a term of three years except in the first election after this charter is approved by the General Assembly, at which meeting two members of the Selectboard shall be elected for terms of three years, two members shall be elected for terms of two years, and one member shall be elected for a term of one year. After the first election following adoption of this charter, members of the Selectboard shall be elected for terms of three years as prior terms expire.
  - b. The members of the Selectboard shall be elected at large. The candidates with the largest number of votes for offices of equal terms shall be elected to those offices.

7. Terms of Office of Other Elected Town Officers.

- a. Moderator. The Moderator shall be elected annually and shall perform those duties prescribed by state law.
  
- b. Cobleigh Library Trustees. The Trustees of the Cobleigh Library shall be elected and shall have the powers identified in 22 V.S.A. § 143. The Cobleigh Library shall be operated by its Trustees in accordance with 22 V.S.A. §§ 141-146. The term of office of a Trustee of the Cobleigh Library shall be five years. The Trustees of the Cobleigh Library in office on the date this charter becomes effective shall continue in office thereafter until their term expires. The Cobleigh Library building, the parcel of land on which it is situated, and all of the contents thereof are hereby acknowledged, declared, and confirmed to be the property of the Town.
  
- c. Board of Listers:
  - I. The Board of Listers shall consist of three, four or five members, as determined by the Selectboard. The term of office of a Lister shall be three years. The Listers in office on the date this charter becomes effective shall continue in office thereafter until their term expires. If the Selectboard increases the number of Listers to four or five, it shall determine the term of office of such additional Listers, not to exceed three years.
  
  - II. The Listers shall perform all of the duties imposed on them by state law.
  
  - III. With the approval of the Selectboard, the Board of Listers may appoint an appraiser to assist the board. An appraiser so appointed shall have substantial experience appraising the value of real property and shall be an employee of the Town under the supervision of the Listers, at a salary and with benefits established by the Selectboard.
  
- d. Town Agent. The Town Agent shall be elected for a term of one year.
  
- f. Town Clerk. The Town Clerk shall be elected for a three-year term and shall carry out the duties of Town Clerks specified by state law and this charter.

- g. Sanborn School Fund Trustees. The Trustees of the Sanborn School Fund shall be elected for terms of three years. Each of the Trustees of the Sanborn School Fund in office on the date this charter becomes effective shall continue in office thereafter until their term expires.
- h. Justices of the Peace. The Justices of the Peace shall be elected for two-year terms. They shall have the powers and perform the duties of Justices of the Peace as prescribed by the Vermont constitution and state law.
- i. Town Treasurer. The Town Treasurer shall be elected for a three-year term and shall carry out the duties of town treasurers specified by state law and this charter. They shall:
  - I. promptly deposit funds belonging to the Town in such depositories designated by the Selectboard;
  - II. invest Town funds as directed by the Selectboard;
  - III. keep books and accounts as required by state law and the Selectboard;
  - IV. make reports to the Selectboard showing the state of the Town's finances at such times as the Selectboard may require; and
  - V. perform such other duties with respect to the Town's finances as the Selectboard may lawfully require;

8. Recall of Elected Officers.

- a. Any elected officer identified in Section 2 of this Article III may be removed from office by recall according to the following procedure:
  - I. a petition signed by not less than 15 percent of the Town's registered voters requesting a vote on whether the elected officer shall be removed from office shall be filed with the Selectboard;
  - II. the Selectboard shall call a special town meeting, to be held within 45 days of its receipt of the petition, to vote on the question of whether the elected officer shall be removed from office; and
  - III. such elected official shall be removed from office if either;

- (1) no fewer than the number of voters of the Town who actually voted in the election in which such officer was elected, or
  - (2) not less than one-third of the registered voters of the Town, whichever is greater, cast ballots at the special town meeting, and
  - (3) a majority of that applicable number of voters votes to remove such officer from office.
- b. If the Town votes to remove an elected officer, the office shall thereupon become vacant immediately, and the Selectboard shall fill the vacancy as provided in Section 5 of this Article III.
- c. The vote on a recall petition shall be by Australian ballot.
9. Bonding of Officers. All Town officers required to be bonded by state law shall be bonded at the expense of the Town. The Selectboard may require that other Town officers be bonded at the expense of the Town.

#### ARTICLE IV. THE SELECTBOARD.

##### 1. Powers and Duties of the Selectboard.

- a. The Selectboard shall constitute the legislative and administrative body of the Town of Lyndon for all purposes, and shall have all powers and authority given to, and shall perform all duties required of, municipal legislative bodies under the Vermont constitution and state law.
- b. Without limiting the generality of Subsection a, the Selectboard shall have the power to:
  - I. appoint and remove all non-elected officers or employees authorized or required by state law, this charter, or the Town's personnel regulations;
  - II. hire or remove a municipal administrator to assist the Selectboard in the administration of the Town's affairs. The municipal administrator shall carry out those duties that the Selectboard assigns to them. The Selectboard shall fix the salary and benefits to be paid to the municipal administrator;
  - III. appoint the members of the Board of Electric Commissioners that will manage the Lyndon Electric Department pursuant to Article VIII;

- IV. hire, remove, and fix the compensation and benefits paid to the General Manager of the Lyndon Electric Department in consultation with the Board of Commissioners;
- V. appoint a Superintendent of Public Works;
- VI. have charge of the Town's burial grounds;
- VII. assign additional duties to appointed officers, commissions or departments, but not discontinue or assign to any other office, commission, or department those duties assigned to a particular office, commission or department established by this charter or by state law;
- VIII. adopt, amend, or repeal ordinances in compliance with Article II;
- IX. inquire into the conduct of any Town employee, Town officer including an elected officer, and any commission or department, and investigate any and all municipal affairs whenever necessary for the proper and orderly conduct of Town government;
- X. assign a member of the Selectboard to attend any public meeting of any board, commission, department, or agency of the Town together with the right to speak for the Selectboard but not to vote at such meeting;
- XI. establish one or more areas apart from the rest of the Town as Special Service Districts, provide such Districts with special municipal services not provided throughout the Town, and assess a tax on the grand list of the taxpayers in the District to pay for such services, on the conditions that a special meeting of the voters who reside in any such District shall be called in the same manner as a special town meeting to vote on whether the special District should be created, and a majority of the residents who vote at such special meeting vote in favor of creating the District; and
- XII. exercise each and every other power not specifically set forth herein, but which is granted to the Selectboard by state law.

2. Organization of the Selectboard.

- a. Immediately after the annual Town meeting, the Selectboard shall elect a chair and a vice-chair by vote of the majority of the entire Selectboard.
- b. The chair, or in their absence the vice-chair, shall preside at all meetings of the Selectboard.

3. Meetings of the Selectboard.

- a. As soon as possible after the election of the chair and vice-chair, the Selectboard shall fix the time and place of its regular meetings. The Selectboard shall meet at least twice each month, except when the Selectboard determines that the then pending business does not require a meeting.
- b. The Selectboard shall determine its own rules of order and order of business.
- c. A majority of the members of the Selectboard shall constitute a quorum of a meeting. The act of the majority of the members of the Selectboard present at a meeting shall constitute the act of the Selectboard, except as provided in 17 VSA § 2103(5).
- d. All meetings of the Selectboard shall be open to the public unless the Selectboard votes to go into executive session in accordance with the provisions of Chapter 5 of Title 1 of the Vermont Statutes Annotated. No vote of the Selectboard on any matter shall be taken in executive session.
- e. Except in cases of emergency meetings, the agenda of the Selectboard's meetings shall be made available to the public at least 24 hours prior to the meeting and posted in the Town Clerk's office.
- f. Any member of the Selectboard may add items of business to the written agenda upon commencement of the meeting, provided that a majority of the membership of the entire Selectboard votes to add such items to the agenda.

4. Record of Selectboard Meetings.

- a. The Selectboard shall keep an official written record of all of its meetings which shall be open for public inspection at the Town Clerk's office at all times during normal business hours.
- b. The minutes of each meeting shall be approved by the Selectboard. The approved minutes of a meeting shall be filed in the Town Clerk's office and a copy shall be filed in the Cobleigh Library.

5. Compensation of Town Officers. The Selectboard shall fix the compensation of all elected officers (except the Town Clerk) and all officers appointed by the Selectboard.

6. Budget. The Selectboard shall submit a proposed budget to the voters to be voted on at the annual town meeting as provided in Article VII. The vote of the Town shall constitute the approval of the total amount of the budget. The Selectboard may thereafter

reallocate the sums so approved within the budget to pay for expenditures in different amounts to the extent necessary to deal with unexpected or changed circumstances. If the budget so voted proves to be insufficient to pay all of the Town's expenses, the Selectboard may call a special town meeting to vote on an increase to the budget.

## ARTICLE V. TOWN MEETINGS AND ELECTIONS.

1. Application of Certain General Laws Relating to Town Meetings and Elections. Those provisions of state law relating to voter qualification, warnings, method of voting, the duties of Town officers at Town meetings and elections, and all other matters relating to preparation for, conducting and managing Town meetings and elections shall, so far as they may be applicable, govern all Town elections and all annual and special Town meetings.
2. Town Meetings.
  - a. An annual town meeting for the consideration of the budget, election of officers and other Town business shall be held according to state law. Special meetings may be called by the Selectboard to consider any business for which state law requires, or the Selectboard deems it desirable to obtain, the approval of the voters of the Town.
  - b. The ballot boxes at any election shall be open for a minimum of nine consecutive hours as specified by the board of civil authority and warned by the Selectboard.
3. Eligible Voters. Subject to the requirements of Title 17 of the Vermont Statutes Annotated, the board of civil authority shall establish and enforce the method for identifying the voters eligible to vote at a town meeting and all elections.
4. Polling places. In any annual or special town meeting held to elect officers and vote on all questions to be decided by Australian ballot, the board of civil authority shall establish such polling places as it determines are required.
5. Postponing and Combining Town Meetings.
  - a. The Selectboard may postpone the vote on any question to be voted at a special town meeting to the following annual meeting or a November general election if such special meeting is scheduled to occur within 75 days of the annual meeting or a November general election, except that the Selectboard may not postpone such a vote if the vote is for the purpose of using or discontinuing the use of the Australian ballot system for budgets as provided in 17 V.S.A. § 2680(c) or for the recall of an elected officer.

- b. If a special town meeting has been called, and a later special town meeting is called by petition to be held within 45 days of the special town meeting, the Selectboard may warn the question to be voted at such special town meeting for the later town meeting called by petition, and may by resolution rescind the call of the earlier meeting.
6. Voting on Questions by Australian Ballot. The Selectboard may cause any question to be voted by Australian ballot at any annual meeting, or special town meeting called on the Selectboard's motion or by petition, provided that the warning for such vote states that the vote will be by Australian ballot and includes notice of the time and place thereof.

#### ARTICLE VI. ZONING AND PLANNING.

1. Appointment of Zoning Officer. The Town's zoning officer (the "administrative officer" as described in 24 V.S.A. § 4442) shall be appointed by the Selectboard and shall serve in that office for three years and thereafter until their successor is appointed and qualified. The zoning officer may serve two or more successive three-year terms.
2. Applicability of State Law to Municipal Land Use Matters. All matters pertaining to zoning, land subdivision, municipal and regional plans shall be exclusively controlled by state law, except as otherwise specifically provided in this charter, the Town Plan or the Town's zoning and subdivision by-laws.
3. Continuation of Existing Municipal Land Use Regulations.
  - a. The zoning ordinance adopted by the Town of Lyndon on August 20, 1964, and as thereafter amended from time to time through and including the effective date of this charter, is hereby ratified, and approved as the zoning ordinance of the Town of Lyndon. It shall continue in force and effect and may hereafter be amended as provided in 24 VSA Chapter 117 of the Vermont Statutes Annotated.
  - b. The subdivision regulations of the Town of Lyndon adopted on November 5, 1996, and thereafter amended from time to time through and including the effective date of this charter, are hereby ratified, and approved as the subdivision regulations of the Town of Lyndon. They shall continue in force and effect and may hereafter be amended as provided in 24 VSA Chapter 117 of the Vermont Statutes Annotated.
4. Minutes of Development Review Board and Planning Commission Meetings. Copies of the minutes of the development review board and the planning commission shall be

filed and kept in the Town Clerk's office in separate books provided for that purpose, and they shall be available for inspection and copying by any member of the public at the office of the zoning officer upon request during normal business hours. Copies of all municipal land use permits, certificates of occupancy and notices of violation of the Town's land use regulations shall be filed in the Town's land records.

## ARTICLE VII FISCAL MATTERS.

1. Fiscal Year. The town's fiscal year shall commence on the first day of January and end at midnight on the last day of the following December.
2. Preparation and Submission of Budget.
  - a. At least 30 days before the date of the annual town meeting the Selectboard shall adopt a proposed budget. The budget shall contain:
    - i. an estimate of the financial condition of the town as of the end of the fiscal year and as of the date of submission of the budget;
    - ii. an itemized statement of appropriations recommended for operating expenses and capital improvements for the proposed fiscal year budget with comparative statements in parallel columns of budgeted and actual expenditures for the preceding fiscal year;
    - iii. an itemized statement of estimated revenues from all sources other than taxes for the proposed fiscal year budget, a statement of anticipated revenues from taxes required for the proposed fiscal year budget, and comparative statements in parallel columns of budgeted and actual revenues for the preceding fiscal year;
    - iv. a capital plan for the next five fiscal years, showing anticipated capital expenditures, and financing and revenue sources; and
    - v. such other information as the Selectboard may decide to include.
3. Public Meeting on Proposed Budget. Before finally determining the proposed Town budget, the Selectboard shall hold a public meeting at least 40 days prior to the annual meeting to review the budget with, and take comments from, the voters of the Town, and shall give notice thereof in a newspaper of general local circulation at least seven days prior to such meeting.
4. Publication of Notice of Proposed Budget. At least 10 days before the annual town meeting, the Selectboard shall publish a notice in a newspaper of general circulation in the Town stating the amount of money the Town anticipates must be raised by taxes and to be voted at its annual meeting, and the estimated tax rates applicable to the taxes to be raised.

5. Printing the Budget and Warning for Town Meeting. The proposed budget in its final form, and the warning for the annual town meeting, shall be printed and made available to the legal voters of the Town not less than 10 days prior thereto.
6. Savings Clause. The failure to perform any of the duties specified in this Article VII, or the failure to perform any of such duties within the time limits specified above, shall not invalidate any action taken at a properly warned annual meeting.
7. Amount to be Raised by Property Taxes. After passage of the budget at the annual town meeting, the Selectboard shall determine the amount of money to be raised by property taxes. That amount shall constitute the amount of the levy for the purposes of the Town in the corresponding fiscal year, and the Selectboard shall levy such taxes on the grand list(s) furnished by the Listers for the corresponding tax year.
8. Borrowing Money.
  - a. The incurring of bonded debt, the issuing of bonds, the making of temporary loans in anticipation of bond sales, and all other matters pertaining to bonded indebtedness shall be controlled by 24 VSA Chapter 53 of the Vermont Statutes Annotated or other applicable state law.
  - b. The Selectboard may borrow money for the Town in anticipation of taxes. The total amount so borrowed shall not exceed 90 percent of the taxes assessed for such year, and notes or orders issued therefor shall mature no later than the end of the fiscal year for which the debt in anticipation of taxes was incurred.
  - c. The Town, by vote at an annual or special meeting, may borrow money under such terms and conditions and for such lawful municipal purposes as the Town shall vote.
  - d. In cases of emergency, the Selectboard may appropriate funds or borrow money in the name of the Town. The total amount of money appropriated and borrowed for any emergencies in any year shall not exceed five percent of the amount voted at the annual meeting as the Town budget. Notes or orders for such emergency borrowing shall mature not more than one year from the date of issuance and shall not thereafter be renewed unless the Town votes otherwise. Any emergency borrowing or appropriation shall be reported at the next regular or special meeting of the Selectboard.
  - e. The Selectboard may borrow funds in anticipation of the receipt of federal or state funds which have been formally approved and committed. The amount so borrowed may be used only for the purpose for which such federal or state funds were approved and committed. The amount so borrowed shall be repaid from the first federal or state funds received for that purpose.

- f. Any appropriations of money in excess of the amount in the Town budget, except as specified in subsection (d) of this section, and all borrowing by the Town except as specified in subsections (b), (c), (d), and (e) of this Section 8, shall be by vote of the Town, upon such terms and conditions as the Town shall vote.
9. Taxes.
- a. Taxes on real property shall be paid at the times and in the installments (if any) that are voted at the annual town meeting.
  - b. Interest and penalties on unpaid taxes shall be levied in the maximum amounts allowed under state law.
10. Investment of Town Funds.
- a. The Town may invest money that has been raised in a current year for the payment of that current year's operating expenses, in the following identified instruments, and in no other instruments whatsoever;
    - I. obligations of the United States, its agencies, and instrumentalities, and any repurchase agreements whose underlying collateral consists of such obligations;
    - II. certificates of deposit and other evidences of deposit at banks, savings institutions, and trust companies approved by the Selectboard;
    - III. such municipal bonds or other bonds that are lawful investments for a bank, savings institution, or trust company in Vermont; and
    - IV. deposits in:
      - (1) Vermont chartered banks, national banks, credit unions and trust companies located in Vermont, and
      - (2) that are regulated by the State of Vermont, the Federal Deposit Insurance Corporation, the Federal Reserve Board, or the Office of the Comptroller of the Currency, and
      - (3) that are fully insured by the Federal Deposit Insurance Corporation or a similar federal insurer.

- b. The Selectboard shall have full power to direct the Town Treasurer to hold, purchase, sell, assign, transfer and otherwise dispose of any securities and investments and the proceeds of such investments in which any Town funds have been invested.

#### ARTICLE VIII. LYNDON ELECTRIC DEPARTMENT.

1. There shall be a Town of Lyndon Electric Department which shall initially serve the same area as the Village of Lyndonville Electric Department.
2. The Board of Electric Commissioners shall be composed of three Commissioners appointed by the Town of Lyndon Selectboard for terms of three years each. The initial three Commissioners shall be three of the Trustees of the Village of Lyndonville who held such office on the effective date of this charter. The terms of the initial three Commissioners shall be one Commissioner for a term of one year, one Commissioner for a term of two years, and one Commissioner for a term of three years. Each year thereafter, the Selectboard shall appoint one Commissioner for a term of three years. All Commissioners shall be residents of the Town of Lyndon.
3. It shall be the policy of the Town, as implemented by the Selectboard, insofar as possible to appoint Commissioners with appropriate background and with an interest in the utilities field, bearing in mind the complexities of those related operations.
4. Should any Commissioner become unable to serve for any reason, or resign, the Selectboard shall appoint a replacement to serve until the end of that term. The Selectboard may remove a commissioner if just cause is stated to the member in writing and after a public meeting if the Commissioner requests one.
5. The Lyndon Electric Commissioners shall serve as electric commissioners under 30 VSA, §§ 2915 and 2916. The Board of Electric Commissioners shall have authority to construct an electric light plant, for the purpose of lighting the street, walks, and other public grounds, and lighting any buildings therein, and supplying and furnishing electricity for domestic and other purposes to such persons and corporations in the service territory of the Village of Lyndonville Electric Department and as such service territory may be amended by the Public Utilities Commission from time to time. And for this purpose may take, purchase or acquire and hold any water power, land and rights of way in said service territory, needed for the construction, maintenance and operation of said electric light plant, and may use any public highway over which it may be necessary or desirable to pass with the poles and wire of the same, provided the use of such public highway for the purpose of public travel is not thereby unnecessarily impaired. The Board of Electric Commissioners shall have the power to purchase, hire, construct or otherwise acquire an interest in, to maintain, operate, and to sell, lease or otherwise dispose of any plant (including but not limited to a gas

plant) or system (including but not limited to existing rights of way, poles, lines, towers and fixtures and transmission line serving the existing system owned by others) located within or outside the state, for the production, distribution, purchase or sale of electricity, to extend, enlarge or improve the same and for that purpose to purchase, hire, construct or otherwise acquire any real or personal property. These powers may be exercised through a taking by eminent domain in the manner prescribed by law. The Board of Electric Commissioners shall also have the power to purchase, sell and otherwise acquire and dispose of electricity including sale to electric distribution companies, cooperatives, municipal and privately owned, within or outside the state and to make all agreements, conveyances, and regulations necessary or convenient in connection therewith. All of the foregoing powers are in addition to and not in substitution for or in limitation of any other powers conferred by law, and are subject to regulatory review for municipal utilities as provided in Title 30, Vermont Statutes Annotated.

6. The Board of Electric Commissioners shall administer their responsibilities in the Town of Lyndon Electric Department. The Lyndon Electric Department shall have its own professional management, staff, plan, equipment, and entirely separate financial accounts. The personnel policies of the Lyndon Electric Department may differ from the policies of other departments within the Town. The Lyndon Electric Department shall be directly managed under the Board of Electric Commissioners by a General Manager. The General Manager shall perform any hiring or firing of Lyndon Electric Department personnel. The General Manager shall have the special and immediate care and practical supervision of the Lyndon Electric Department. In performing their duties, the General Manager shall be responsible to the Board of Electric Commissioners. With approval of the Board of Electric Commissioners, the General Manager of the Lyndon Electric Department shall receive all funds due the Lyndon Electric Department, shall issue bills for services rendered, have sole responsibility to maintain books of account, execute and issue on behalf of the Lyndon Electric Department drafts, checks and/or other negotiable orders for the payment of bills and charges of the Lyndon Electric Department provided that any such payment shall be made exclusively from the revenue of the Lyndon Electric Department. All such accounting functions of the Lyndon Electric Department shall be subject to the review by the auditors of the Town of Lyndon.
  
7. The Town of Lyndon Electric Department shall inherit all of the assets, accounts, and liabilities of the Village of Lyndonville Electric Department, subject to the management of the Board of Electric Commissioners under the general supervision of the Selectboard. It shall operate under the statutory authority and requirements of 30 VSA, Chapter 79, relating to municipal electric plants, and 24 VSA, Chapter 53, relating to municipal indebtedness, all of which control the financing, improvements, expansion and disposal of the municipal electric plant and its operations. With specific reference to the legislative authorization contained in 24 VSA, Chapter 53, subchapter 2, the Board of Electric Commissioners is permitted to issue revenue-backed bonds and/or general obligation bonds for any capital improvement purpose related to their responsibilities to operate such utilities for the benefit of its ratepayers, provided each such issue of bonds is approved by the Selectboard and the voters according to law.

8. The Lyndon Electric Department shall take over for administrative purposes all contractual benefits and obligations inherited by the Town of Lyndon under this Merger Plan that involve or apply to its operations as an electric utility without any further act, deed or instrument being necessary, or the approval of any agency of State government.
9. The Lyndon Electric Department shall every year make a contribution to the Town of Lyndon in lieu of taxes in form of a cash payment and/or the equivalent in free services and municipal rate benefits in an amount equaling the amount of money which would be received by the Town of Lyndon in ad valorem real estate taxes were such department a privately owned utility.

#### ARTICLE IX. MISCELLANEOUS MATTERS.

1. Separability. If any provision of this charter is determined to be invalid, no other provision of this charter shall be affected thereby. If the particular application of any of the provisions of this charter to any person or set of circumstances is determined to be invalid, the application of the provisions of this charter to other persons or set of circumstances shall not be affected thereby.
2. Continuance in Office or Employment. Except as may expressly or implicitly be otherwise provided by this charter, at the time this charter takes effect all officers of the Town, and all employees of the Town and the former Village of Lyndonville, shall continue in such office or employment.
3. Pending Matters. All past, present and future rights, claims, actions, orders, contracts and legal or administrative proceedings, now in progress or that arise in the future, choate and inchoate, that involve or affect the Town or the former Village of Lyndonville on the date this charter becomes effective shall not be affected by the merger of the Town and the Village, and shall continue to be maintained and be enforceable by or against the Town of Lyndon.
4. Continuation of Municipal Laws. All ordinances, resolutions, orders and regulations of the Town and the former Village of Lyndonville which are in force when this charter becomes fully effective shall remain in full force and effect, excepting only those ordinances, resolutions, orders, and regulations which are inconsistent with this charter. Former Village ordinances shall apply only to those geographical portions of Town that were encompassed by the former Village until the Selectboard amends or repeals those ordinances following the procedures authorized in Article II.
5. Copies of the Charter. The original of this charter shall be kept by the Town Clerk at their office. Two copies of this charter shall be kept at all times at the Cobleigh Library. This Charter shall be available for inspection and copying by any member of the public on

request during normal business hours.

6. Amendment of Charter. This charter may be amended pursuant to and by the procedures of state law.
7. References to State Law. Any reference in this charter to a specific state law or to state law generally shall include the statute as it may be subsequently amended or renumbered, and any statute substituted therefor and having similar subject matter.