**Bylaws Working Group Meeting Notes – November 7, 2018**

Attendance: Richard Turner, Steve Lotspeich, Julie Potter, Bonnie Waninger, Nancy Chartrand

Meeting was called to order at 3:40 by Julie Potter.

**Agenda Changes:** Steve requested to add legal review of the bylaws into the agenda.

**Public Comment:** None

**Selection of Workgroup Chair**: Discussed the duties of the chair. This is a committee self-led endeavor so Chair will be responsible for agendas, determining next steps. Richard requested an opportunity to think about taking the position. Decision pended until next meeting.

**Discussion of CVRPC and other RPC Bylaws:**

Goals for Bylaw Update: Julie advised it has been a very long time since bylaws have been reviewed other than very minor/very specific amendments that needed to be addressed over the years. During staffing of Committees it became clear that there was a need to update the bylaws. Solve some of the problems that have been identified and address any other specific issues that arise.

Julie inquired if other members of the group currently had other goals they wanted to address.

Steve noted he marked up the current bylaws with questions/comments and noted it would be prudent to do a page by page review as part of the process. He advised he would scan and share his copy with the group before the next meeting.

Richard and Bonnie indicated they didn’t have anything specific additions at this point.

Strengths/weaknesses of current CVRPC Bylaws: Steve inquired about determining what are Rules of Procedures and Policies vs. Bylaws; and ensuring that Bylaws refer to Rules of Procedures and/or Policies to avoid conflicts/duplications. It was also noted that would also allow easier updates to these documents in the future.

Julie noted our Bylaws were similar overall to some of the other RPC’s. Some changes were made to ours in the past, but not referenced appropriately.

Also noted was that non municipal voting members serve on some of the other Commissions. It was noted that CVRPC used to have this type of member, but these were eliminated at some point in the past. Bylaws still reference these types of members. It was noted we should look at whether it would be appropriate to include this type of member again.

Organizationally the Bylaws need to be enhanced; perhaps utilization of a Table of Contents (TOC) would be appropriate.

Steve felt the language was good – easy for a layperson to read. He agreed a TOC would be good idea and noted he liked how past amendments were noted within the document at the end.

Bonnie suggested a parallel effort of developing/updating template for Committees’ Rules of Procedure (ROP) as a follow-up action of the Bylaw Group after it is determined what stays in Bylaws and what stays in ROP.

Bonnie noted a strength of where it outlines Bylaws amendments, due to the fact that sometimes documents are lost and these generally described how they were changed, but the detail should be limited.

Review and expand list of issues for update: Provided by Bonnie: “Ideas Commissioners have mentioned should be considered during a bylaw update. “

Julie inquired if there should be additions to this list.

Steve inquired if Commission is subject to open meeting law. Bonnie confirmed it was. Steve noted Bylaws should reference Vermont Open Meeting Law and be reviewed in that context to ensure there is compliance.

Julie noted meeting notices should be addressed. Steve advised at the municipal and state levels a lot can be done by email so Bylaws need to be amended to reflect such.

Steve requested to obtain the 2016 statutory changes as outlined in the list (bullet #4) of the above referenced document.

Bonnie noted that the Council of Regional Commissions representative language needs to be addressed. The Council itself was struck from Statute (but it wasn’t a full removal) – discussion needs to be whether we want to retain language in case Council comes back, or if we remove the language in its entirety. This Council was an appeal avenue. There should likely be discussion on how to address this should in the future a town want to appeal a decision made by the Board on a Town Plan.

Julie noted perhaps we want to address appointments of other types and include general language for such.

Discuss best practices/interesting ideas from other RPC Bylaws: Steve noted he has not had time to review yet.

Richard noted a couple of those Bylaws discussed duties of officers – secretary vs. treasurer duties and ability for secretary to take over as treasurer; and perhaps that should be included in our language.

Julie noted others were clearer about what duties of officers were than our Bylaws. We have a separate document that outlines these duties; and it should be considered whether or not this information should be spelled out in the bylaws or retained as a separate document referenced within the Bylaws. It should also be discussed whether some of the referenced documents will need updating as well.

Bonnie noted some of the practices the Commission have had that may need to be considered: Executive Committee term limits - current practice of Chair serving two years and then becoming a member at large; however neither of these are in Bylaws and should be considered.

Discuss preferred Bylaw structure and topics: Julie acknowledged that she heard folks liking general language of current document, but need for additional clarity with regards to where information can be located. It was confirmed a need for Bylaws vs. referenced documents to be considered.

Steve requested time to read other Bylaws provided prior to advising. Steve inquired if we were just tweaking what we currently have or considering a complete rewrite following a different model. Julie advised this was part of what needs to be discussed during the process. He noted he felt it was important that be one of the first decisions made.

Steve inquired when the last major rewrite was. This would need to be researched, but Bonnie noted she believes it may have only had amendments to the original and not a full major rewrite.

Other Issues |For Future Discussions:

Steve noted we may want to consider specific references to Statute as other RPC’s do.

Terms of Office in Section 6.4 – an officer can be removed for cause should be addressed.

Section 6.6 – Staff – whether these should specify duties/responsibilities of Executive Director done generally within Bylaws or reference Job Description. Steve noted it is better to keep these types of items as separate documents (Personnel Policy Manual).

General separation of duties should also be considered. Steve requested an example to be reviewed prior to the next meeting.

Steve noted the necessity for ultimate legal review of the bylaws and Bonnie confirmed she would build that into the budget.

Richard questioned the timing of the annual meeting date and wondering why it wasn’t aligned with the Fiscal Year end; and if this needs to be considered in the review; especially with regard to election of officers and timing of taking office. It was confirmed we do not control appointment of board members and when that occurs.

**Next Steps | Next Meeting:** Discussion ensued about how often the group should meet and group availability. There was also question if there was an end goal in place. Julie noted she would like a draft ready to take to full Commission before Annual Meeting.

Next meeting tentatively scheduled for December 5th – 3:00-4:30. Julie will create an outline to look at structure, and items we need to address vs. what other RPC’s do; including topics we have noted. Julie will also prepare a draft agenda.

Richard made a motion to adjourn at 4:51. Steve seconded. Motion carried.

Respectfully submitted,

Nancy Chartrand

Office Manager