

Bylaws Working Group Meeting Notes – January 23, 2019

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

Meeting was called to order at 3:09 by Julie Potter.

Agenda Changes: None

Public Comment: None

Approval of Minutes

Minutes reviewed. S. Lotspeich moved to approve minutes of January 14; J. Potter, seconded. Motion carried.

Discussion of CVRPC and other RPC Bylaws:

Left off on Page 8 at last meeting will pick up there.

With regard to duties of TAC – Steve will analyze in more detail and report back.

Section 405 – Special Committees

Discussion regarding if Special Committee is an Advisory Committee with a limited life span would they still have to develop Rules of Procedure. Subcommittees or Work Groups do not necessarily need Rules of Procedure, however, other Advisory Committees would need them.

Section 406 – Appointed Representatives – no changes indicated.

Article 5: Nominations, Elections, Appointments and Terms

Section 501 – Nominating Committee – slate presented in May, put to vote in June, put into effect the next fiscal year.

Section 502 – Elections - page 11, Line 32 change not less than 10 days to **not more than 5 days after the May Meeting**. Discussion about a tie vote. **Add in the event of a tie the Commission shall vote at the June meeting.**

Section 503 – Terms of Office - page 12, line 1 “change starting immediately following the Annual Meeting to **starting at the beginning of the Next Fiscal Year**”. Line 5 change next Annual Meeting to **next Fiscal Year**.

Section 504 – Vacancies –Add **Committee Rules of Procedure will address vacancies on other Committees**.

Section 505 – Removal from Office – page 12 – Change paragraph starting on Line 21 to A and incorporate violation of conflict of interest and code of conduct policy to replace or define cause. Add B. to address removal from any other Committee.

Discussion ensued about percentage of members necessary to approve. 60% was agreed.

In both A & B change 2/3 to **60% vote of all members of the Board of Commissioners**.

Line 21 – change ‘of’ to **or**.

Article 6 – Meetings

Change Headings from Article to Section throughout

Section 601 – Regular Board of Commissioners Meetings – Line 35 - remove **and member towns**.

Section 602 – Annual Board of Commissioners Meetings – no changes indicated.

Section 603 – Additional Board of Commissioners Meetings – no changes indicated.

Section 604 – Committee Meetings - no changes indicated.

Section 605 – Notice of Meetings – discussion ensued. Change to add **notice will be sent to other parties requesting . . .**

Line 16 and Line 20 – remove special meetings.

Discussion about special meetings and notice – Add C - **Special or Emergency Meetings should be noticed in accordance with Open Meeting Laws.**

Section 606 – Quorum – Line 28 - change ‘duly-appointed Commissioners (or their duly-appointed Alternates) . . . to **Commission seats**

Line 33 – Remove ‘unless otherwise specified in the Board-adopted Rules of Procedure’. Line 34 change to **voting committee seats vs. members**

Section 607 – Open Meeting Law – Line 41 – discussion ensued over Board Committee vs. Project Committee. Change CVRPC committees to **Committees established by the Board**

Julie requested Statutory references throughout the document be checked before it goes to Executive Committee. Nancy will perform this check.

Section 608 – Parliamentary Authority – no changes indicated.

Section 609 – Minutes – Line 8 - Change CVRPC committees to **Committees established by the Board**
Line 9 - Add **in accordance with Vermont Public Records Law.**

Article 7 – Staff

Line 22 – remove ‘Manual’.

Line 24 – D – compare to attorney provided language.

Line 26 – gender identify to **identity**

Line 27 – remove last sentence

Section D – consider removal after attorney consultation, if appropriate.

Article 8 – Funding

Section 801 – Fiscal and Operational Year – simplify by stating **July 1 to June 30**

Section 802 – Membership Assessment – discussion ensued about service provision.
Add **The CVRPC shall prioritize services to dues paying municipalities.**

Section 803 – Grants, Contracts and Contributions – no changes indicated.

Section 804 – Borrowing Authority – discussion ensued. No changes indicated. Will confirm with statute.

Section 805 – Signatory – discussion ensued. Policy or Procedure should outline any intricacies – i.e. authorization to sign up to a certain dollar amount rather than bylaws.

- A. – no changes indicated
- B. – no changes indicated

Section 806 – Other

Next Steps | Next Meeting: Next meeting to include a revised draft and finalize last Articles. Nancy will propose dates week of 2/4/19.

Meeting adjourned at 4:37.

Respectfully submitted,

Nancy Chartrand
Office Manager

DRAFT