

CENTRAL VERMONT REGIONAL PLANNING COMMISSION

Bylaws Work Group

DRAFT Meeting Minutes

October 1, 2019

Attendance: Steve Lotspeich, Julie Potter

Staff: Nancy Chartrand

Chair J. Potter called the meeting to order at 3:06 pm. Quorum present.

Adjustments to the Agenda

None.

Public Comment

None.

Minutes

Lotspeich moved to approve minutes of September 3, 2019 as written; seconded by Potter.

Motion carried.

Indemnification Language Review

A discussion was undertaken regarding indemnification language and whether it should be included within the bylaws or handled administratively through a procedure. It was concurred to use VLCT's indemnification language to include within Article 9 as a new Section 901 stating, "To the fullest extent permitted by law, CVRPC shall indemnify and hold harmless its officers, commissioners, alternate commissioners, and employees from loss, damage or claim arising out of the discharge of any duty or responsibility; provided, however, that any act or occurrence or omission for which indemnification is sought is within the scope of such person's duties or employee's employment, and is not the result of criminal or gross negligence". Further discussion ensued as to whether or not additional language needs to go to counsel for review and that Executive Committee could make that determination.

Language Revisions

Review of any changes since the last meeting ensued.

Page 14, Article 8: Municipal Services Agreement language was reviewed. It was concurred that the language drafted was appropriate.

Page 16, Section 907: Amendments to Bylaws language was reviewed. It was concurred that the language drafted was appropriate.

Pages 2 & 3, Section 302: Language was reviewed and Line 5 modified to reflect 'serves a complete term . . . the appointment must be recertified for the next term beginning on July 1' vs. 'for a 12-month period . . .'

Page 8, Line 22: Modify language to match the term language outlined above.

Page 3: Discussion ensued regarding certification and how to address if it is lacking. Consideration for new item after D stating "Currently serving Commissioners or Alternates may continue to serve until reappointed or until a successor is appointed".

Page 12, Section 606: Notice of Meetings – Discussion ensued regarding amending notice and agenda language. Line 24 – replace 'notice of' with 'notice and agendas for' committee . . .

Page 13, Section 7: Funding - Line 17 - keep 'annually adopt membership dues' and remove 'consider the EC's recommendation and'. Line 20 – change to the next "CVRPC" Fiscal Year.

Page 10, Section 406: Staff – It was concurred that the language drafted was appropriate.

Next Steps – Next Meeting

Discussion ensued that the final draft is to be completed with noted changes and provided to Executive Committee. Work Group does not need to meet again at this time.

S. Lotspeich moved that the amended draft of the Articles of Constitution and Bylaws of the Central Vermont Regional Planning Commission be forwarded to the Executive Committee for its consideration; J. Potter. Discussion noted the Title Page needs to match the Table of Contents. Motion carried.

Adjourn

S. Lotspeich moved to adjourn at 4:11 pm; J. Potter seconded. Motion carried.

Respectfully submitted,

Nancy Chartrand
Office Manager