

**Bylaws Work Group  
Meeting Minutes  
August 5, 2019**

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

Chair Potter called the meeting to order at 2:10 pm. Quorum present.

**Adjustments to the Agenda**

None.

**Public Comment**

None.

**Minutes**

Lotspeich moved to approve minutes of July 15, 2019 as drafted; seconded by Potter. Motion carried.

**Language Revisions**

It was agreed to set aside discussion on indemnification and municipal services agreement until after all other comments within the document are discussed.

A page by page review was initiated.

Page 1– changes suggested by DINSE appropriate.

Page 2 – Line 36: Section 302 - Significant discussion ensued regarding whether or not to leave in the dates (July 1 to June 30). Julie will redraft language to address.

Line 38: There was discussion on whether or not to leave in ‘majority vote’. It was confirmed this language is specific in the statute, so it would not need to be in the Bylaws.

Page 3 - Line 28: Replace DINSE’s recommendation with “and Alternates serving in the absence of a Commissioner”.

Page 4 – changes suggested by DINSE appropriate.

Page 5 – changes suggested by DINSE appropriate.

Page 6 – Line 15: There was question regarding appointments to other boards. It was agreed to change language to read . . . . representatives appointed by the board to other organizations, vs. just appointed.

Discussion continued indicating it should be made clear in Administrative Procedures which organizations the Board wants to be involved in appointing; and which they do not; and if the Board delegates this to the Executive Director it should be documented. It was also suggested this

information could be documented is in the Nominating Committee's Rules of Procedure. Additionally it was noted that this information could be clearly stated on the Committee Appointment Sheet that some appointments listed are for informational purposes only and not for Board action.

Line 31: It was agreed to change "may" to "shall" as suggested.

Page 7 – Line 11: There was discussion of using Town Plan vs. Municipal Plan. It was agreed to make the change to "Municipal", however, to make it consistent throughout the document.

Line 17: Add "Commissioners" as suggested.

Line 27: (2)(d) - Waninger provided a detailed overview of review of compatibility vs. review for approval as related to municipal plans and the responsibility for such review. After significant discussion, it was agreed to change the language to "Review the compatibility of all municipal plans at least every eight years in accordance with 24 V.S.A. Section 4345a(9) and report its findings to the Board".

Line 30: (2)(e) – Potter suggested this language not be in this section but rather address this issue in the Bylaws separately. It was agreed to remove the language and that Julie will develop language for another section in the Bylaws.

Page 8 – Line 14: It was agreed that with regard to terms for Transportation Advisory Committee that language similar to Commissioner term language should be used. Potter will develop new language. The other changes suggested by DINSE appropriate.

Page 9 – Line 4: There was discussion on Section 405(A) with regard to special committees vs. project-based or program-based committees. It was agreed upon that the language on projects should remain.

Line 30: Changes suggested by DINSE appropriate.

Potter suggested that Staff be moved to a new Section 407 under Article IV - Organization vs. where it is now in Article VII. This will be discussed further.

### **Next Steps – Next Meeting**

Waninger confirmed that Directors & Officers and/or Public Officials coverage is currently not included under CVRPC's General Liability policy, and this will be discussed in more detail at the 8/5/19 Executive Committee meeting. Chartrand will provide dates for our next meeting via follow-up email.

### **Adjourn**

Lotspeich moved to adjourn at 3:46 pm, seconded by Potter. Motion carried.

Respectfully submitted,

Nancy Chartrand  
Office Manager