

CENTRAL VERMONT REGIONAL PLANNING COMMISSION
Bylaws Work Group
DRAFT Meeting Minutes
February 2, 2021

Attendance: Steve Lotspeich, George Clain, Michael Gray
Staff: Bonnie Waninger

B. Waninger called the meeting to order at 11:04 am. Waninger offered to facilitate the meeting until officers were elected. The Work Group concurred with this approach.

Adjustments to the Agenda

None.

Public Comment

None.

Elect Committee Officers

M. Gray moved to nominate S. Lotspeich as Chair; G. Clain seconded. Lotspeich accepted the nomination. In discussion, Clain noted that Roberts Rules of Order do not require a second for nominations. Lotspeich noted he thought that Open Meeting Law might require motions be seconded. Motion carried.

S. Lotspeich assumed the Chair role.

S. Lotspeich moved to nominate M. Gray as Vice Chair; G. Clain seconded. In discussion, Clain reiterated the comment about seconds not being required. Gray accepted the nomination. Motion carried.

Bylaw Review

Lotspeich proposed the Group review issues described in the staff memo. Clain suggested moving through the bylaws by section and item to see the bylaw as a whole. He has questions and suggestion, some of which may be discussion items where understanding the intent.

Waninger will provide the bylaws to Work Group members as a Word document (version .doc file) so that members can use tracked changes and comments to provide input between meetings. The Work Group requested she add line numbers in the document.

The Committee reviewed items in the staff memo.

- Section 403, TAC membership: The Work Group discussed whether this issue/concern is limited to the TAC or should be addressed in other committees. Waninger noted the Brownfields Committee benefits from non-Commissioner participation and the EPA, when funding brownfields work, strongly requests Brownfield Committee incorporate other voices. The Clean Water Advisory Committee also allows non-municipal, non-Commissioner members. At Clain's request, Waninger clarified that reference to "other appointed representatives" in Section 501.E meant appointments to Mad River Valley Planning District, VEPC, VAPDA, and Green Mountain Transit.
- Section 502, Elections: Waninger described the current election process. Alternates do not vote. Not all seated Commissioners chose to return a ballot. Issues for discussion:
 - Should an alternate Commissioner be allowed to return a ballot, whether it is counted or not?
 - Should a Commissioner be required to notify the CVRPC Clerk when the Commissioner is choosing not to vote and wants to enable the Alternate to vote.
 - Should the election process be modified to an at-meeting vote?
- Section 302, Appointment and Terms of Commissioners and Alternates. The Group identified a need to define the role of Alternate Commissioners. How does Roberts Rules of Order address recusal? What do other Regional Planning Commissioners do regarding Alternates? Any other guidance? Staff will research and provide information for the next meeting.
- Section 305, Attendance: Does "without good reason" need to be defined? What if a Commissioner does not provide a reason? Does this apply to committee membership too?
- Section 403.b.2a, Executive Committee, municipal dues setting: Yes, update this language.
- Term limits for committees: Language related to the Chair may be there because municipalities make 1-year appointments. May want term limits for officers. Do term limits limit volunteers? Does lack of term provide for sustaining institutional memory and developing expertise? Where is Nominating Committee limit in bylaws? Staff will research bylaws and Rules of Procedure regarding what, if any, term limits exist and where the term limits were defined (bylaws or ROPs).
- Ballots: Deferred discussion to a future meeting.
- Nominating Committee membership: Clarify language to read "at least XXX Commissioners." Clain expressed concern that the Executive Committee appoints the Nominating Committee, and the Nominating Committee nominates the Executive Committee. Gray suggested language could be modified to have the Board appoint the Nominating Committee. Lotspeich suggested it may be helpful to have at least one current Executive Committee member appointed to Nominating.

- Clean Water Service Provider, Basin Water Quality Council: The Group is not recommending the Council be a Standing Committee. The Council may be a Special Committee.
- Committee Chair/Vice Chair Vacancies: Should any vacancies on any committee be reported to the CVRPC Chair and/or Nominating Committee? Who dictates to the Nominating Committee who fills a seat? Staff will share Committee and Appointed Representatives list.

Update Process

Discussed above.

Next Steps

Next meeting: The Work Group requested staff schedule bi-weekly meetings. The next meeting will be Tuesday, February 16 at 11 am.

Staff will send a list of upcoming meeting dates.

Adjourn

M. Gray moved to adjourn at 12:42 pm; S. Lotspeich seconded. Motion carried.

Respectfully submitted,

Bonnie Waninger, Executive Director