

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**
2 **Bylaws Work Group**
3 **DRAFT Meeting Minutes**
4 **February 2, 2021**
5

6 Attendance: Steve Lotspeich, George Clain, Michael Gray
7 Staff: Bonnie Waninger
8

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

12 **Adjustments to the Agenda**

13 None.
14

15 **Public Comment**

16 None.
17

18 **Elect Committee Officers**

19 *M. Gray moved to nominate S. Lotspeich as Chair; G. Clain seconded. Lotspeich accepted the*
20 *nomination. In discussion, Clain noted that Roberts Rules of Order do not require a second for*
21 *nominations. Lotspeich noted he thought that Open Meeting Law might require motions be*
22 *seconded. Motion carried.*
23

24 S. Lotspeich assumed the Chair role.
25

26 *S. Lotspeich moved to nominate M. Gray as Vice Chair; G. Clain seconded. In discussion, Clain*
27 *reiterated the comment about seconds not being required. Gray accepted the nomination.*
28 *Motion carried.*
29

30 **Bylaw Review**

31 Lotspeich proposed the Group review issues described in the staff memo. Clain suggested
32 moving through the bylaws by section and item to see the bylaw as a whole. He has questions
33 and suggestion, some of which may be discussion items where understanding the intent.
34

35 Waninger will provide the bylaws to Work Group members as a Word document (version .doc
36 file) so that members can use tracked changes and comments to provide input between
37 meetings. The Work Group requested she add line numbers in the document.
38

39 The Committee reviewed items in the staff memo.
40

- 1 • Section 403, TAC membership: The Work Group discussed whether this issue/concern is
2 limited to the TAC or should be addressed in other committees. Waninger noted the
3 Brownfields Committee benefits from non-Commissioner participation and the EPA,
4 when funding brownfields work, strongly requests Brownfield Committee incorporate
5 other voices. The Clean Water Advisory Committee also allows non-municipal, non-
6 Commissioner members. At Clain's request, Waninger clarified that reference to "other
7 appointed representatives" in Section 501.E meant appointments to Mad River Valley
8 Planning District, VEPC, VAPDA, and Green Mountain Transit.
- 9 • Section 502, Elections: Waninger described the current election process. Alternates do
10 not vote. Not all seated Commissioners chose to return a ballot. Issues for discussion:
 - 11 – Should an alternate Commissioner be allowed to return a ballot, whether it is
 - 12 counted or not?
 - 13 – Should a Commissioner be required to notified the CVRPC Clerk when the
 - 14 Commissioner is choosing not to vote and wants to enable the Alternate to vote.
 - 15 – Should the election process be modified to an at-meeting vote?
- 16 • Section 302, Appointment and Terms of Commissioners and Alternates. The Group
17 identified a need to define the role of Alternate Commissioners. How does Roberts
18 Rules of Order address recusal? What do other Regional Planning Commissioners do
19 regarding Alternates? Any other guidance? Staff will research and provide information
20 for the next meeting.
- 21 • Section 305, Attendance: Does "without good reason" need to be defined? What if a
22 Commissioner does not provide a reason? Does this apply to committee membership
23 too?
- 24 • Section 403.b.2a, Executive Committee, municipal dues setting: Yes, update this
25 language.
- 26 • Term limits for committees: Language related to the Chair may be there because
27 municipalities make 1-year appointments. May want term limits for officers. Do term
28 limit volunteers? Does lack of term provide for sustaining institutional memory and
29 developing expertise? Where is Nominating Committee limit in bylaws? Staff will
30 research bylaws and Rules of Procedure regarding what, if any, term limits exists and
31 where the term limits were defined (bylaws or ROPs).
- 32 • Ballots: Deferred discussion to a future meeting.
- 33 • Nominating Committee membership: Clarify language to read "at least XXX
34 Commissioners." Clain expressed concern that the Executive Committee appoints the
35 Nominating Committee, and the Nominating Committee nominates the Executive
36 Committee. Gray suggested language could be modified to have the Board appoint the
37 Nominating Committee. Lotspeich suggested it may be helpful to have at least one
38 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