

1                   **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**  
2                               **Bylaws Work Group**  
3                               **DRAFT Meeting Minutes**  
4                               **July 28, 2021**

5  
6 Attendance: Steve Lotspeich, George Clain, Michael Gray

7 Staff: Bonnie Waninger  
8

9 Chair Lotspeich called the meeting to order at 10:35 am. Nancy Chartrand staffed the physical meeting  
10 location but did not participate in the meeting.  
11

12 **Adjustments to the Agenda**

13 None.  
14

15 **Public Comment**

16 None.  
17

18 **Minutes**

19 *G. Clain moved to approve the June 24, 2021 minute as amended; M. Gray seconded. Motion carried.*  
20

21 **Bylaw Review**

22 Clain requested clarification of the red and blue colors used in the draft document. Waninger explained  
23 that the colors reflected use of different computers. The “tracked changes” function treats each  
24 computer as a different person.  
25

26 Major items of discussion included:

- 27       • Section 502, Elections: Waninger reviewed the historic and current elections process. The  
28 Committee discussed the current process and use of ballots. Issues Work Group members  
29 identified as potentially discussion items included:  
30       – using a mailed paper ballot versus a voice vote. A paper ballot encourages wider  
31 participation if an individual cannot attend the meeting.  
32       – whether Alternates should vote on elections in addition to Commissioners. If a paper  
33 ballot were used, the Alternate could vote, but the ballot wouldn’t be opened if the  
34 Commissioner voted. Clain noted he would like to see the vote tally proceed modified  
35 to appoint a judge and two tellers to oversee the elections.  
36       – whether the process should be changed to enable write-in candidates. Write-in  
37 candidates are not allowed on the ballot because the Board uses the Nominating  
38 Committee process in which additional candidates can be nominated from the floor and  
39 discussed prior to the Board’s approval of the final ballot slate. The chair closes  
40 nominations in this process.  
41

42 Clain noted that if an election were contested, the candidates may want to have access to a  
43 Board mailing list so they could distribute information to campaign. He also asked how an

1 individual could watch ballot counting if they wanted.

2  
3 Clain said he didn't think the current process – using a slate nominated by the Nominating  
4 Committee - allowed all commissioners a voice and vote. He noted a commissioner might miss a  
5 meeting, missing the ability to provide additional nominations. He said he believes the current  
6 process allows the Nominating Committee to take away the vote of Commissioners. Waninger  
7 reviewed the Board's interaction in the nominations and elections process – the Board elects  
8 the Nominating Committee, reviews the initial and final slate of candidates with opportunities  
9 to nominate additional candidates during slate preparation, and votes on the final ballot. Clain  
10 expressed he was not comfortable with the Nominating Committee deciding who is placed on  
11 the final slate presented to the Board. Gray suggested that Clain ask to be on the Board agenda  
12 to discuss his ideas for change. Lotspeich suggested starting by presenting the issue to the  
13 Executive Committee in the context of reviewing a Bylaw draft. Lotspeich requested staff  
14 research whether slates can include write in slots, either via Roberts Rules or otherwise.  
15 Lotspeich also requested that staff provide the Work Group with a link to the Roberts Rules  
16 nominations information.

- 17 • Section 503, Terms of Office: Clain suggested to change officer and Executive Committee terms  
18 from one year to two years in support of CVRPC's current practice of electing officers to two  
19 one-year terms. Lotspeich noted that municipalities appoint their representatives to CVRPC  
20 annually. The practice allows the Board to consider the Executive Committee makeup annually  
21 should a member resign from the Board. The Work Group elected to let the one-year term  
22 stand.
- 23 • Section 504, Vacancies: The Work Group added language regarding filling vacancies other than  
24 Officers and the Executive Committee.
- 25 • Section 505, Removal from Office: The Work Group added language regarding remove of CVRPC  
26 representatives to another body. Discussed whether the bylaws are sufficient to address  
27 Transportation Advisory Committee members, who are appointed by municipalities.

28  
29 Clain requested clarification regarding presenting his ideas for updating the elections process. Lotspeich  
30 recommended bringing up the ideas when the Work Group presents its ideas to the Executive  
31 Committee.

### 32 33 **Next Steps**

34 The Committee meets regularly on the second Tuesday of the month at 11 am and the fourth  
35 Wednesday of the month at 10:30 am. The next meetings are scheduled for:

- 36 • Tuesday, August 10 at 11:00 am.
- 37 • Wednesday, August 25 at 10:30 am.
- 38 • Tuesday, September 14 at 11:00 am.

### 39 40 **Adjourn**

41 *M. Gray moved to adjourn at 12:04 pm; G. Clain seconded. Motion carried.*

42  
43 Respectfully submitted,  
44 Bonnie Waninger, Executive Director