

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**
2 **Bylaws Work Group**
3 **Meeting Minutes**
4 **August 25, 2021**

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6 Attendance: Steve Lotspeich, George Clain, Michael Gray

7 Staff: Bonnie Waninger

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9 Chair Lotspeich called the meeting to order at 10:32 am.

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11 **Adjustments to the Agenda**

12 M. Gray requested the Work Group discuss alternate meeting times for Wednesdays.

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14 **Public Comment**

15 None.

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17 **Minutes**

18 *G. Clain moved to approve the August 10, 2021 minute as amended; M. Gray seconded. Motion carried.*

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20 **Bylaw Review**

21 Major items of discussion included:

- 22 • Section 705, Signatory: Confirmed maintenance of language proposed at the previous meeting.
- 23 • Section 801, Municipal Services Agreement: Walked through text. Specific discussion on
- 24 difference between a Share Services Agreement and a Fee for Service contract.
- 25 • Section 900, Supplementary Provisions:
 - 26 – Waninger recommended changes to Section 901, Indemnification, to remove the
 - 27 existing language as too inclusive and replace with a requirement for the organization to
 - 28 carry Public Officials Liability Insurance or its equivalent. Staff will draft alternate text
 - 29 for Section 901 related to Public Officials Liability Insurance and a memo/new text for
 - 30 bonding (per NRPC bylaw language).
 - 31 – Added language to Section 902 to better correspond with CVRPC’s Code of Conduct and
 - 32 Conflict of Interest Policy.
 - 33 – Added language to Section 907, Dissolution, to notify municipal legislative bodies of a
 - 34 proposed dissolution.
 - 35 – For Section 908, Clain provided a resource from Roberts Rules of Order online related to
 - 36 Amendments of Constitutions, By-laws and Rules of Order. He requested it be discussed
 - 37 at the next meeting.

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39 **Next Steps**

40 The Committee meets regularly on the second Tuesday of the month at 11 am and the fourth

41 Wednesday of the month at 10:30 am. The next meetings are scheduled for:

- 42 • Tuesday, September 14 at 11:00 am.

- 1 • Wednesday, September 22 at 10:30 am. A Work Group member has a conflict. The Work
- 2 Group agreed to discuss a potential day/time change at the September 14 meeting.
- 3 • Tuesday, October 12 at 11:00 am

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5 Clain asked if the Work Group would consider meeting outside of daylight hours given the businesses of
6 late summer.

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8 Working with Clain, Waninger will draft a memo with outstanding issues for the Work Group to address.
9 Clain requested the Work Group make decisions about recommendations for all outstanding issues.

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11 **Adjourn**

12 *M. Gray moved to adjourn at 12:06 pm; G. Clain seconded. Motion carried.*

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14 Respectfully submitted,
15 Bonnie Waninger, Executive Director