

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**

2 **Executive Committee**

3 **Draft MINUTES**

4 **February 7, 2022 Special Meeting**

5 Present:

☒ Marcella Dent

☒ Lee Cattaneo

☒ Gerry D'Amico

☒ Laura Hill-Eubanks

☒ Steve Lotspeich

☒ Michael Gray

☐ Janet Shatney

6  
7 Staff: Bonnie Waninger, Nancy Chartrand

8 Guests: George Clain, Barre Town Alternate Commissioner & Bylaw Work Group Member

9  
10 **Call to Order**

11 Chair Lotspeich called the meeting to order at 4:01 pm. A quorum was present.

12  
13 **Adjustments to the Agenda**

14 None.

15  
16 **Public Comment**

17 It was confirmed that the January 18, 2021 Special Meeting minutes were approved at the January 31<sup>st</sup>  
18 Executive Committee meeting.

19  
20 **Bylaw Update**

21 **Article 5 – Nominations, Elections, Appointments and Terms**

22 Chair Lotspeich suggested we review the memorandums in the packet. The first memorandum outlines  
23 the differences between Bylaws, Rules of Procedure, and Guidance. Lotspeich noted that the Work  
24 Group made an effort to remove Rules of Procedure information from the Bylaws in order to facilitate a  
25 clear separation. Clain also commented that Bylaws are to protect the organization.

26  
27 The second memorandum outlines CVRPC's current nominations and elections process and the topics to  
28 be considered. Waninger noted that the packet also includes information forwarded by Clain regarding  
29 slates.

30  
31 There was clarification that Roberts Rules of Order (if adopted) are binding where they are not  
32 inconsistent with Bylaws, and that State and Federal law overrides an organizations bylaws and any  
33 parliamentary procedures it has adopted. It was noted that the best practice would be to decide  
34 what the organization wants achieve with nominations and elections and ensure that process is clearly  
35 outlined in the Bylaws.

36  
37 Significant discussion ensued regarding quorum necessary to vote and its impact on write-in candidates;  
38 how many times and when the Board can recommend changes to the recommended slate or nominate  
39 additional members to the slate; and whether or not we want to allow write-ins on the ballot.

1 **Section 501 – Nominations**

2 Clain suggested the Committee read Chapter 12 of Roberts Rules of Orders which he noted provides a  
3 simple and straight forward nomination process. The relationship of Bylaws to Roberts Rules was  
4 further discussed. Lotspeich offered for Clain to provide alternate language for Section 501 and  
5 suggested moving on to Section 502.  
6

7 **Section 502 C – Elections**

8 It was confirmed that we need to follow up on whether or not State election law overrules our  
9 statement on Page 13, Line 11 in the packet “The candidates receiving the most votes shall be elected”  
10 and whether a quorum of votes was needed for a mail in ballot.  
11

12 Question also raised as to whether a tie-break vote should be done by secret ballot. Discussion ensued  
13 about how to do a secret ballot via Zoom and it was noted the Bylaw language allows any member to  
14 request a written ballot for a tie-breaker.  
15

16 **Section 504 – Vacancies**

17 Clain noted that Roberts Rules Chapter 12 applies to how this could be handled.  
18

19 **Article 6 – Meetings**

20 **Section 601 – Open Meeting Law**

21 Waninger advised the change was adding the authorization of digital meetings as suggested by VLCT.  
22

23 **Section 607 – Quorum**

24 It was confirmed that quorum is a majority of total seats (23), not filled seats.  
25

26 **Section 608 – Parliamentary Authority**

27 It was reiterated where Roberts Rules of Order can be trumped by Bylaws.  
28

29 **Article 7 – Funding**

30 **Section 705 – Signatory**

31 Waninger advised this section indicates when applications or proposals need signature that the  
32 Executive Director can sign unless the funding organization requires Board authorization.  
33

34 **Article 8 – Municipal Service Agreements**

35 Waninger provided an example of municipal service agreements. It was confirmed that entering into  
36 this type of agreement is enabled in the Bylaws with this language but does not mean the RPC must  
37 participate in any such agreement.  
38

39 **Article 9 – Fiscal Provisions**

40 **Section 901 – Insurance**

41 It was confirmed that CVRPC carries Public Officials liability insurance.  
42

43 **Section 902 – Bonding**

44 It was confirmed that we are still awaiting quotes from companies contacted regarding the cost of  
45 bonding. There was discussion on amending the language to state a bond shall be paid for from CVRPC  
46 funds if its within budget parameters. It was concurred to try and obtain costs first Waninger requested

1 Chartrand contact some of the other RPCs to see if they can share what they currently pay for bonding.  
2 Also discussed was that bonding could be policy vs. within the Bylaws. Waninger suggested this be  
3 included in our Bylaws as it is in the Bylaws of other RPCs.  
4

5 There was brief discussion on reports from Committees to the Board to protect the fiduciary  
6 responsibility of the Board members, and the Work Group members concluded this was already  
7 addressed in the update.  
8

## 9 **Article 10 – Supplementary Provisions**

### 10 **Section 1001 – Whistleblower Protections -**

11 Waninger confirmed the proposed language is typically part of a contract and not part of Bylaws and  
12 that the language used is from State of Federal contracts. After considerable discussion it was  
13 concurred it was important to get legal review of the language and confirm whether or not the place to  
14 put the language is the Bylaws vs. Personnel Policy or other document.  
15

### 16 **Section 1004 – Amendments to Bylaws**

17 It was noted that the Work Group had a lot of discussion about this process and that what is in the draft  
18 is how amendments are currently addressed.  
19

20 Clain advised that he objected to the current process as he believes it has the potential to allow the  
21 Executive Committee to refuse to have a proposed amendment forwarded to the Board for  
22 consideration. Waninger located proposed language provided by Clain for the Committee to review on  
23 screen:

- 24 A) A proposed amendment shall be submitted in writing to the Executive Director and shall be  
25 placed on the agenda of the Board's next meeting where it shall be discussed.
- 26 B) An affirmative vote of the Board is required to advance the agreed upon amendment to the  
27 subsequent regular meeting of the Board for final vote.
- 28 C) No amendments to the amendment shall be allowed at the Board meeting during with the final  
29 vote is taken.
- 30 D) The proposed amendment shall become effective on the affirmative vote of the Board if not  
31 attained, the proposal fails.  
32

33 Significant discussion ensued regarding this process. It was ultimately determined that the Executive  
34 Committee should have the opportunity to review and provide recommendation regarding any  
35 proposed amendment before it was sent to the Board. The following language update was suggested  
36 beginning on page 27, line 12 of the packet. Striking 'Upon affirmative vote' and replacing with  
37 *"Following review by the Executive Committee, the proposed amendment, along with any*  
38 *recommendations from the Executive Committee, shall be placed on the agenda for the next regularly*  
39 *scheduled meeting of the Board."*  
40

41 It was also noted that the word 'consideration' on page 27, line 12 should be changed to 'review'. It was  
42 further decided to remove all of Letter C – lines 15-17.  
43

### 44 **Next Steps**

45 It was determined that before moving the update to the Board the Committee need to address bonding,  
46 whistleblower, number of votes necessary for election at a regularly scheduled Executive Committee

1 meeting when all this information is available. Clain suggested nominations still need to be confirmed.  
2 Lotspeich advised Clain he could provide proposed language for this. Lotspeich requested that  
3 Waninger report to the Committee on the outstanding items at the next meeting if possible.  
4

5 **Adjourn**

6 The meeting adjourned at 6:06 pm.  
7

8 Respectfully submitted,  
9 Nancy Chartrand, Office Manager