

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**
2 **Executive Committee**
3 **MINUTES**

4 **February 7, 2022 Special Meeting**

5 Present:

- | | | |
|---|--|--|
| <input checked="" type="checkbox"/> Marcella Dent | <input checked="" type="checkbox"/> Laura Hill-Eubanks | <input checked="" type="checkbox"/> Michael Gray |
| <input checked="" type="checkbox"/> Lee Cattaneo | <input checked="" type="checkbox"/> Steve Lotspeich | <input type="checkbox"/> Janet Shatney |
| <input checked="" type="checkbox"/> Gerry D’Amico | | |

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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 18th Special Meeting minutes were approved at the January 31st
18 Executive Committee meeting.

19
20 **Bylaw Update**

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

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

26
27 The second memorandum outlined CVRPC’s current nominations and elections process and topics to be
28 considered. Waninger noted information forwarded by G. Clain regarding slates had been included.

29
30 There was clarification that an organization’s bylaw override Roberts Rules of Order (if adopted) and
31 that State and Federal law overrides an organization’s bylaws and it adopted parliamentary
32 procedures. It was noted that the best practice would be to decide what the organization wants to
33 achieve with nominations and elections and outline that process in the Bylaws.

34
35 Significant discussion ensued regarding quorum necessary to vote and its impact on write-in candidates;
36 how many times and when the Board can recommend changes to the recommended slate or nominate
37 additional members to the slate; and whether write-in candidates are permitted on the ballot.

38
39 Section 501 – Nominations

40 Clain suggested the Committee read Chapter 12 of Roberts Rules of Orders which he noted provides a
41 simple and straight forward nomination process. The relationship of Bylaws to Roberts Rules was

1 discussed. Lotspeich offered for Clain to provide alternate language for prior to the next meeting.

2
3 Section 502 C – Elections

4 It was confirmed that we need to follow up on whether State election law overrules our statement on
5 Page 13, Line 11 in the packet “The candidates receiving the most votes shall be elected” and whether a
6 quorum of votes must be received for mailed-in ballots.

7
8 A question was raised as to whether a tie-break vote should be done by secret ballot. Discussion ensued
9 about how a secret ballot would be conducted via Zoom. It was noted the Bylaw language allows any
10 member to request a written ballot for a tie-breaker.

11
12 Section 504 – Vacancies

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

14
15 **Article 6 – Meetings**

16 Section 601 – Open Meeting Law

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

18
19 Section 607 – Quorum

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

21
22 Section 608 – Parliamentary Authority

23 It was reiterated where Bylaws override Roberts Rules of Order.

24
25 **Article 7 – Funding**

26 Section 705 – Signatory

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

29
30 **Article 8 – Municipal Service Agreements**

31 Waninger provided examples of municipal service agreements, and confirmed that entering into this
32 type of agreement is enabled in the Bylaws. The language does not require CVRPC to participate.

33
34 **Article 9 – Fiscal Provisions**

35 Section 901 – Insurance

36 It was confirmed that CVRPC carries Public Officials liability insurance.

37
38 Section 902 – Bonding

39 Staff is awaiting quotes regarding the cost of bonding. There was discussion on amending the language
40 to state a bond shall be paid for from CVRPC funds if it is within budget parameters. It was concurred to
41 try to obtain costs first. Waninger requested Chartrand contact other RPCs to ask what they currently
42 pay for bonding. Also discussed was that bonding could be policy versus within the Bylaws. Waninger
43 suggested this be included in our Bylaws if that is the organization’s intent.

44
45 Brief discussion occurred on reports from committees to the Board to protect the fiduciary responsibility
46 of the Board members. The Work Group members concluded was addressed in the update.

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Article 10 – Supplementary Provisions

Section 1001 – Whistleblower Protections

Waninger confirmed the proposed language is typically part of contracts rather than Bylaws. The specific language proposed in the bylaw is language used in State of Federal contracts. After considerable discussion, it was concurred it was important to get legal review of the language and confirm whether it should be in the Bylaws, Personnel Policy or other document.

Section 1004 – Amendments to Bylaws

It was noted that the Work Group had a lot of discussion about this process. The draft bylaw is how amendments are addressed currently.

Clain advised that he objected to the current process as he believes it has the potential to allow the Executive Committee to refuse to have a proposed amendment forwarded to the Board for consideration. Clain provided the following language for the Committee to consider:

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

Significant discussion ensued. The Executive Committee determined it should have the opportunity to review and provide recommendation regarding any proposed amendment before it was sent to the Board. The following language update was suggested beginning on page 27, line 12 of the packet. Striking ‘Upon affirmative vote’ and replacing with *“Following review by the Executive Committee, the proposed amendment, along with any recommendations from the Executive Committee, shall be placed on the agenda for the next regularly scheduled meeting of the Board.”*

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

Next Steps

It was determined that the Committee need to address bonding, whistleblower, and number of votes necessary for election before moving the bylaws to the Board. Clain suggested nominations still need to be confirmed. Lotspeich advised Clain he could provide proposed language for this. Lotspeich requested that Waninger report to the Committee on the outstanding items at the next meeting.

Adjourn

The meeting adjourned at 6:06 pm.

Respectfully submitted,
Nancy Chartrand, Office Manager