

## **BOARD OF DIRECTORS' MEETING MINUTES**

**Le Belvedere Restaurant, Newport, VT | Zoom**

**October 15, 2026 6:00 PM**

### **THOSE ATTENDING:**

**Directors:** Rob Dewees; Tamsen Turner; Daniel Deatrik (on line); Michael Strait; William Davis; James Sullivan (on line); John Kellogg (on line); Cynthia Stuart; Michael Marcotte; Farley Brown; Kenneth Linsley; Alison Despathy; Grant Spates; Hope Colburn; Michael Metcalf (on line); Brent Smith (on line); Gary Brown (on line); Jim Davis; Judith Jackson; Kim Kreig; John Kascenska; Woodman Page; Kenneth Wells; Brenda Wesolow; Kathryn Baxter (on line); Tyler Hebert; Marty Feltus; Mark Whitworth; Kasey Talbot; Rick Ufford-Chase; Gina Vigneault (on line); Christian Snow (on line); Regina Hazel; Chad Whitehead (on line); Carolyn Crankshaw; Paul Brouha; Robert Langlands; Frederick Saar; Jacques Couture; Robert Kennedy; Ethan Swift; Steve Amos; Eileen Boland; Rhonda Shippee (on line).

**Public/Guests:** Danielle Marcotte, Joseph Gresser from the Chronicle

**NVDA Staff:** Alison Low; Annie McLean; Carter Finegan; David Snedeker; Molly Dockter; Tina Gonyaw; Sophie Phelan; Corinna Costello

---

The meeting was called to order by President Cynthia Stuart at 6:00 PM.

### **Public Comments**

Alison Despathy, Danville, commented and thanked the NVDA staff for all of their hard work on the Regional Plan during this difficult process.

### **Updates to Agenda**

No updates to the agenda

---

PO Box 630 36 Eastern Avenue, Suite 1 St. Johnsbury, Vermont 05819-0630 802 748-5181 Fax: 802 748-1223

---

The regional planning and development commission serving The Northeast Kingdom: Caledonia, Essex and Orleans Counties  
NVDA is an Equal Opportunity lender, provider and employer



## Board Resolution

Cynthia read some of the “Resolution Affirming Commitments to Regional Plan Improvements, Municipal Engagement, and Statewide Land Use Policy Reform.” A copy of this was distributed prior to the meeting to the Board. The resolution is included with these minutes.

Cynthia explained that the Executive Board is made up of three people from each County. It is critically important that we fill these roles with people who represent you and want to do the work. Currently, we have a vacancy from Essex County and it has been difficult to fill that.

Alison Despathy suggested allowing someone from another county hold that space until it’s filled in order to have a full committee temporarily. However, our By Laws do not allow for this.

Mark moved to approve the Resolution, Paul seconded, and it passed unanimously.

## Regional Plan Adoption Vote

The roll call vote was taken and the Regional Plan was passed with 33 yes votes, 2 no votes, and 7 missing members. A motion made by Mark Whitworth, seconded by Michael Strait, to accept the Regional Plan Adoption Vote, carried unanimously on a voice vote. A copy of the Vote by Towns is attached.

## Amendment to By Laws

Marty Feltus presented a change to a section of the By Laws, and Eileen Borland suggested a grammatical adjustment: “Article VII Organization and Officers of the Association, Section (1) Executive Board add the following:”

**(b) There shall be nine members of the Executive Board composed of three representatives from each county: Orleans, Caledonia and Essex. Members of the Executive Board shall serve three-year terms. Members of the Executive Board may serve no more than two consecutive terms.**

The suggested change was to the second sentence as follows: **Members of the Executive Board shall serve for three-year terms and members may serve no more than two consecutive terms.**

This was accepted by Marty Feltus. Paul Brouha motioned to accept the amendment, and Fred Saar seconded the motion. The amendment passed without opposition.

A copy of the final By Laws is attached.

## Vote on Draft By Laws

There was a vote to approve the Draft Bylaws as amended in the last vote. Copies of the draft By Laws were sent to everyone prior to the meeting. Cynthia asked if there were any questions, and no questions were asked. A motion made by Paul Brouha to approve, seconded by Fred Saar, to accept the amended By Laws as presented, carried unanimously on a voice vote.



### **Executive Board and Slate of Officer**

Current Executive Board members were asked to stand up so people could recognize them. There was a motion to approve the Executive Board and Slate of Officers as proposed. Mike Strait moved to accept it and Marty Feltus seconded the motion, and it was unanimously accepted by all. The slate of Executive Board members and Officers is attached.

### **Acknowledging Alison's Years of Service**

Dave Snedeker thanked Alison Low for her 23 years of professional service to NVDA and the towns and noted some of the many accomplishments over her time with NVDA. Representatives from Ryegate, Craftsbury, Danville, Wheelock, Sutton, Westfield, Lyndon and Brownington personally thanked Alison for her work in their communities. All Board members and staff stood for applause.

### **Other Business**

No other business was discussed.

### **Adjournment**

There being no further business, a motion by Fred Saar, seconded by Paul Brouha, to adjourn the meeting carried unanimously.

President Cynthia Stuart adjourned the meeting at 6:35 PM.

Respectfully Submitted,

Corinna Costello  
Administrative Assistant

# NORTHEASTERN VERMONT DEVELOPMENT ASSOCIATION

---

## Resolution Affirming Commitments to Regional Plan Improvements, Municipal Engagement, and Statewide Land Use Policy Reform

Proposed for Adoption: October 15, 2026

**WHEREAS**, the Northeastern Vermont Development Association (NVDA) recognizes the importance of maintaining an adopted Regional Plan to support the Northeast Kingdom's communities, economic development, housing opportunities, and participation in state land use and regulatory processes; and

**WHEREAS**, the NVDA Board and Executive Board recognize that the implementation of Act 181 and Future Land Use (FLU) maps have raised significant concerns among municipalities regarding land use classifications, local development opportunities, housing targets, and the potential implications for rural communities; and

**WHEREAS**, NVDA acknowledges that adoption of the Regional Plan does not signify that these concerns have been fully resolved or that additional changes to the Regional Plan, FLU maps, or statewide policies are unnecessary; and

**WHEREAS**, NVDA recognizes the importance of continued municipal participation, transparency, and collaboration in addressing these issues and advocating for policies that reflect the unique characteristics and needs of the Northeast Kingdom;

**NOW, THEREFORE, BE IT RESOLVED**, that the NVDA Board of Directors affirms its commitment to the following actions:

### 1. Future Land Use Maps and Rural Land Classifications

NVDA will prioritize reviewing and pursuing amendments to the Future Land Use maps following adoption of the Regional Plan, with particular attention to:

- Improving clarity and consistency in its mapping methodology including Rural General, Rural Agriculture and Forestry, and Rural Conservation.
- Pursuing amendments that avoid dividing individual parcels among multiple rural land classifications, when appropriate.
- Working with individual municipalities to identify and address mapping concerns and potential amendments.

### 2. Regional Housing Targets

NVDA is committed to undertaking a regional housing study, including local data collection and analysis for consideration of amendments to the Regional Plan's housing targets based on the findings.

### 3. Village Centers and Growth Areas

NVDA will continue working with municipalities to ensure that Future Land Use maps appropriately reflect existing community development patterns and local priorities, including:

- Recognizing that revised guidelines and future amendments do not require municipalities to have Village Centers or Hamlets, although neither designation imposes any requirements on said areas.
- Working with municipalities interested in expanding areas eligible for Tier 1B designation to support housing and economic development.
- Assisting communities in understanding and meeting the requirements associated with Tier 1B designation.

#### **4. Statewide Advocacy, Future Land Use Policy, and Legislative Engagement**

NVDA will continue to work collaboratively with the Land Use Review Board, state legislators, state agencies, and other regional planning commissions to advocate for meaningful improvements to Act 181, Future Land Use policies and mapping requirements, and their implementation.

These efforts will include:

- Advocating for greater clarity, consistency, and flexibility in statewide Future Land Use mapping requirements, particularly as they apply to rural communities.
- Seeking changes to policies and mapping methodologies that may unnecessarily restrict housing, economic development, forestry, agriculture, and other traditional rural land uses.

NVDA recognizes that some concerns cannot be fully addressed through regional map amendments alone and will continue advocating for necessary changes at the state level.

#### **5. Municipal Engagement and Transparency**

NVDA commits to maintaining ongoing communication with its member municipalities as Regional Plan amendments and statewide policy discussions move forward. NVDA will provide opportunities for municipal representatives and local officials to identify concerns, offer recommendations, and participate in discussions regarding proposed changes.

#### **6. Continued Board Oversight and Accountability**

While recognizing and maintaining the distinction between governance and operational responsibilities, the NVDA Board directs the Executive Board and staff, within their respective roles, to advance these commitments as priorities in the Association's ongoing planning and advocacy efforts.

The NVDA staff will provide regular updates to the Board regarding progress on proposed Regional Plan amendments, municipal engagement, and discussions with state officials and legislators.

**BE IT FURTHER RESOLVED**, that the NVDA Board recognizes that adoption of the Regional Plan and continued advocacy for improvements to Act 181 and the Future Land Use maps are not mutually exclusive. Rather, maintaining an adopted Regional Plan provides an important foundation for protecting the interests of Northeast Kingdom municipalities while collectively pursuing necessary changes.

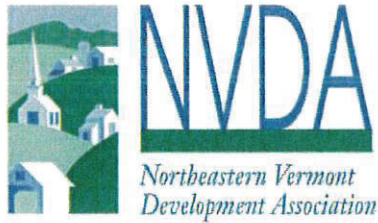
**BE IT FINALLY RESOLVED**, that the NVDA Board reaffirms its commitment to serving as a strong regional voice for its member municipalities and to working collaboratively toward a land use planning framework that supports the long-term economic vitality, community character, and future opportunities of the Northeast Kingdom.

---

NVDA Board President

---

NVDA Secretary



### Proposed NVDA Executive Board:

| <u>Caledonia County</u>           | <u>Term</u> | <u>Term Limit*</u> | <u>Town</u> |
|-----------------------------------|-------------|--------------------|-------------|
| Paul Brouha, <b>Vice Pres.</b>    | 2025-2028   | First Term         | Sutton      |
| Fred Saar, <b>Sec./Treasurer</b>  | 2021-2027   | Second Term        | Waterford   |
| Mark Whitworth                    | 2026-2029   | Second Term        | Newark      |
| <u>Essex County</u>               | <u>Term</u> | <u>Term Limit</u>  | <u>Town</u> |
| Michael Strait, <b>Vice Pres.</b> | 2025-2028   | First Term         | Brighton    |
| Cynthia Stuart, <b>President</b>  | 2021-2027   | Second Term        | Concord     |
| Vacant                            |             |                    |             |
| <u>Orleans County</u>             | <u>Term</u> | <u>Term Limit</u>  | <u>Town</u> |
| Farley Brown                      | 2022-2028   | Second Term        | Craftsbury  |
| Michael Marcotte                  | 2026-2029   | First Term         | Coventry    |
| Grant Spates                      | 2026-2029   | First Term         | Derby       |

\*Two consecutive term maximum

### Proposed Slate of Officers:

Cynthia Stuart, President  
Paul Brouha, Vice Pres., Caledonia County  
Michael Strait, Vice Pres., Essex County  
\_\_\_\_\_, Vice Pres., Orleans County  
Fred Saar, Treasurer

## Adoption Vote By Towns

Yes -- 33, No -- 2, Abstain -- 1, Absent -- 5

| Sheet Name  | Contact Name     | Vote Yes/No      |
|-------------|------------------|------------------|
| Albany      | Rob Dewees       | Y                |
| Albany      | Tamsen Turner    |                  |
| Barnet      | Daniel Deatrik   | Y                |
| Barton      | Ted Gattino      | Y                |
| Bloomfield  | Vacant           |                  |
| Bloomfield  | Vacant           |                  |
| Brighton    | Michael Strait   | Y                |
| Brownington | William Davis    | Y                |
| Brunswick   | Sharon Graham    | Absent           |
| Burke       | James Sullivan   | Y                |
| Canaan      | Vacant           |                  |
| Canaan      | Vacant           |                  |
| Charleston  | John Kellog      | N                |
| Concord     | Cynthia Stuart   | Y                |
| Coventry    | Michael Marcotte | Y                |
| Craftsbury  | Farley Brown     | Y                |
| Danville    | Kenneth Linsley  | Y                |
| Danville    | Alison Despathy  |                  |
| Derby       | Grant Spates     | Y                |
| East Haven  | Seth Wales       | Absent           |
| Glover      | Hope Colburn     | Y                |
| Granby      | Bruce Berryman   | Absent           |
| Greensboro  | Michael Metcalf  | Y                |
| Groton      | Brent Smith      | Y                |
| Guildhall   | Gary Brown       | Abstained        |
| Hardwick    | Kristen Leahy    | Absent           |
| Hardwick    | Larry Fliegelman |                  |
| Holland     | Jim Davis        | Y                |
| Irasburg    | Judith Jackson   | Y                |
| Jay         | Kim Krieg        | Y                |
| Kirby       | Vacant           |                  |
| Kirby       | Vacant           |                  |
| Legislators | Martha Feltus    | Leg - Non-Voting |
| Legislators | John Kascenska   | Leg - Non-Voting |
| Legislators | Woodman Page     | Leg - Non-Voting |
| Legislators | Kenneth Wells    | Leg - Non-Voting |
| Legislators | Michael Marcotte | Leg - Non-Voting |
| Lemington   | Vacant           |                  |
| Lemington   | Vacant           |                  |

|                 |                   |   |
|-----------------|-------------------|---|
| Lowell          | Brenda Wesolow    | N |
| Lunenburg       | Kathryn Baxter    | Y |
| Lyndon          | Tyler Hebert      |   |
| Lyndon          | Martha Feltus     | Y |
| Maidstone       | Vacant            |   |
| Maidstone       | Vacant            |   |
| Morgan          | Rhonda Shippee    | Y |
| Newark          | Mark Whitworth    | Y |
| Newark          | Kasey Talbot      |   |
| Newport City    | Rick Ufford-Chase | Y |
| Norton          | Gina Vigneault    | Y |
| Peacham         | Christian Snow    | Y |
| Ryegate         | Regina Hazel      | Y |
| Saint Johnsbury | Chad Whitehead    | Y |
| Sheffield       | Carolyn Crankshaw | Y |
| Stannard        | Vacant            |   |
| Stannard        | Vacant            |   |
| Sutton          | Paul Brouha       | Y |
| Town of Newport | Vacant            |   |
| Town of Newport | Vacant            |   |
| Troy            | Robert Langlands  | Y |
| UTGs            | Vacant            |   |
| UTGs            | Vacant            |   |
| Victory         | Vacant            |   |
| Victory         | Vacant            |   |
| Walden          | Suzanna Jones     |   |
| Waterford       | Frederick Saar    | Y |
| Westfield       | Jacques Couture   | Y |
| Westmore        | Robert Kennedy    | Y |
| Westmore        | Ethan Swift       |   |
| Wheelock        | Steve Amos        |   |
| Wheelock        | Eileen Boland     | Y |

Marty Feltus Motion:

I make the motion to amend the proposed draft NVDA bylaws as follows:

**Article X. Meetings, add the following language:**

1. The regular meeting of the Board of Directors of the Association shall be held at least quarterly. Regular and special meetings shall be called at the discretion of the President.
2. The annual meeting of the Board shall be held at a date, time and place designated by the President.

**Article VII Organization and Officers of the Association, Section (1) Executive Board remove the following:**

~~———— b. There shall be nine (9) members of the Executive Board, composed of three (3) representatives from each county (Caledonia, Essex and Orleans). The members from each county shall be chosen by the members of the Association residing within said county and caucusing as county committees (each, a "County Board") at the annual meeting of the Association. Members of the Executive Board shall serve for three year terms, and each County Board shall elect one member of the Executive Board each year. Members of the Executive Board may serve no more than two consecutive terms.~~

~~———— c. Each County Board shall announce at the June meeting of the Association its representatives elected to the Executive Board.~~

**Article VII Organization and Officers of the Association, Section (1) Executive Board add the following:**

(b) There shall be nine members of the Executive Board composed of three representatives from each county: Orleans, Caledonia and Essex. Members of the Executive Board shall serve for three-year terms and ~~. Members of the Executive Board may serve~~ no more than two consecutive terms.

(c) The three representatives from each county shall be chosen by the members of the Association residing within said county and caucusing as a county committee at a meeting of the Association held at least two months before the annual meeting. Each county shall elect one member to the Executive Board each year.

If any County Board....

## **BY-LAWS**

### **NORTHEASTERN VERMONT DEVELOPMENT ASSOCIATION**

Adopted October 15, 2026

#### **ARTICLE I.       LEGAL BASIS**

The legal basis and powers of this Association are set and contained in 24 V.S.A. Chapter 117, subchapters 3 and 4, as amended, and the Articles of Association of the Northeastern Vermont Development Association, Inc. dated May 5, 1950, as they may be amended.

#### **ARTICLE II.       NAME**

The regional planning and development commission shall be known as the Northeastern Vermont Development Association, hereinafter referred to as the "Association." The Association is a Vermont nonprofit corporation, governed by Title 11B of the Vermont State Annotated.

#### **ARTICLE III.       AREA SERVED**

The area served by the Association shall include all municipalities within the Vermont counties of Caledonia, Essex, and Orleans, hereinafter referred to as the region. For the purposes of this organization, the term "municipality" shall mean an organized town, city, grant, or gore situated within those counties.

#### **ARTICLE IV.       PURPOSE**

The purpose of the Association shall be to develop and promote through study, planning and publicity, the recreational, agricultural, industrial, natural, and human resources of the region and to work for the economic and social betterment of the region.

#### **ARTICLE V.       POWERS AND DUTIES**

The powers and duties of the Association shall be to:

- (1) Promote the mutual cooperation of the planning commissions of its cooperating municipalities and confer with and advise executive and

legislative bodies and officials to promote a coordinated development of the region;

- (2) Advise municipal governing bodies with respect to public financing;
- (3) Provide technical assistance upon request of a participating municipality in The preparation and maintenance of plans, studies, and bylaws and in related implementation activities;
- (4) Cooperate with the planning, legislative or executive authorities or neighboring states, regions, counties, or municipalities to promote coordination between the development of the region and adjoining or neighboring territory;
- (5) Prepare a regional plan and amendments thereof in accordance and in compliance with the requirements of 24 V.S.A. § 4341 et seq;
- (6) Undertake studies and make recommendations on land development, urban renewal, transportation, economic, industrial, commercial, social development, urban beautification and design improvements, historic and scenic preservation, the conservation of energy, and the development of renewable energy resources;
- (7) Hold public meetings;
- (8) Require from the departments and agencies of each municipality in its area such available information as relates to the work of the regional planning commission;
- (9) In the performance of its functions, enter upon land to make examinations and surveys;
- (10) Retain staff and consultant assistance in carrying out its duties and powers;
- (11) Undertake comprehensive planning, including related preliminary planning and engineering studies;

- (12) Carry out, with the cooperation of municipalities and businesses within the region, economic development programs for the appropriate development, improvement, protection, and preservation of the region's physical and human resources.
- (13) Undertake studies and make specific recommendations on economic, industrial, and commercial development within the region.
- (14) Perform such other acts as functions as it may deem necessary or appropriate to fulfill the duties and obligations imposed by, and the intent and purposes of Chapter 117, Title 24, V.S.A.

## **ARTICLE VI. MEMBERSHIP**

### **(1) Municipalities**

- a. A municipality within the region shall become a member municipality of the Association by an act of the voters or the legislative body of that municipality.
- b. A municipality may cease to be a member municipality of the Association by an act of the voters or legislative body of that municipality.

### **(2) Municipal Representatives**

- a. The legislative body of each member municipality shall appoint one and may appoint two representatives to the Association as provided in 24 V.S.A., Section 4342. At any meeting where two municipal representatives from the same municipality are present, they shall be entitled to cast only one collective vote. A municipality will only be represented in the Association by appointment of one or two representatives by its legislative body.
- b. If any representative moves from the municipality represented, the legislative body may declare a vacancy and appoint a new representative.
- c. Those member municipalities which have not appointed a representative within sixty (60) days of the annual March town meeting, shall be notified in writing by the Executive Board. Municipalities that have not appointed a representative shall not be considered represented members of the Association for purposes of quorum determination or for voting purposes until an appointment is made.

- d. Municipal representatives shall take office upon the convening of the Association's Annual Meeting.
- e. The term of office of municipal representatives shall be for a period of three (3) years.
- f. Vacancies in the position of municipal representative may be filled by the legislative body of each municipality.

(3) At-Large Representatives

- a. Other persons, each representing separate citizen interest groups in the region, may be admitted to membership and be named at-large representatives by a majority of the representatives voting at any regular meeting of the Association, or may be appointed at any time by a majority vote of the Executive Board. The number of at-large representatives shall not exceed 25% of the total membership. Persons so appointed shall serve until the adjournment of the next annual meeting and may be reappointed to serve for subsequent years. Requests for the appointment of at-large representatives shall be made in writing to the President of the Association at least thirty (30) days prior to any meeting at which action may be taken thereupon.
- b. At-large representatives shall not be entitled to vote; they may participate in discussions, receive meeting notices and materials, serve as ex-officio members of committees, and attend all meetings of the Association, but shall not vote on any matter before the Association unless otherwise specifically required by law.
- c. At-large representatives shall not be considered members of the Association for purposes of quorum determination or for voting purposes.

(4) Legislative Representatives

- a. State legislators representing any portion of the region served by the Association shall, upon acceptance of an invitation to membership to be issued by the Executive Board within fifteen (15) days after the general election, be appointed as Legislative Representatives to the Association.

Acceptance of such invitation to membership shall be made within fifteen (15) days of receipt of such application.

- b. Legislative Representatives shall not be entitled to vote; they may participate in discussions, receive meeting notices and materials, serve as ex-officio members of committees, and attend all meetings of the Association, but shall not vote on any matter before the Association unless otherwise specifically required by law.
- c. Legislative Representatives shall not be considered members of the Association for purposes of quorum determination or for voting purposes.
- d. The terms of Legislative Representatives shall run concurrently with their legislative terms of offices. A Legislative Representative shall cease to serve upon leaving elected office unless reappointed pursuant to this section.

(5) Resignations

All resignations and notices of removal shall be made to the Association and recorded.

**ARTICLE VII. ORGANIZATION AND OFFICERS OF THE ASSOCIATION**

(1) Executive Board

- a. Immediate management and direction of all the affairs of the Association shall be vested in the Executive Board.
- b. There shall be nine members of the Executive Board composed of three representatives from each county: Orleans, Caledonia, and Essex. Members of the Executive Board shall serve for three-year terms and no more than two consecutive terms.
- c. The three representatives from each county shall be chosen by the members of the Association residing within said county and caucusing as a county committee at a meeting of the Association held at least two months before the annual meeting. Each county shall elect one member to the Executive Board each year. If any County Board shall fail to elect members of the Executive Board as provided herein, then such vacancies shall be filled by election at the annual meeting of the Association. Other vacancies occurring on the

Executive Board shall be filled by the Executive Board until such time as the County Board certifies the election of a member to fill the vacancy at an annual meeting.

- d. Terms of newly elected members of the Executive Board shall begin immediately after the annual meeting of the Association, and they shall serve until their successors are duly elected and have qualified.
- e. Any municipal representative from a member municipality which has failed to appropriate funds for the current fiscal year of the Association shall be ineligible for election to the Executive Board of the Association.
- f. Any member of the Executive Board who ceases to be eligible for membership on the Executive Board shall hold office until the next annual meeting.
- g. The power and duties of the Executive Board shall include the following:
  - i. Review and approve the annual budget of the Association after transmitting it to the membership for review and comment;
  - ii. Review and approve an annual report of the Association and transmit it to the membership;
  - iii. Provide policy direction for the routine activities of the Executive Director and staff, and assist the Executive Director by reviewing administrative activities and in the preparation of an annual budget and annual report;
  - iv. Authorize the expenditure of all monies over and above the normal operating expenditures of the Association;
  - v. Authorize the creation of new staff positions;
  - vi. Determine, with the assistance of the Executive Director, general personnel policies of the Association.
  - vii. Determine general program scope and content and measure progress.
  - viii. Prescribe such operation procedures, in addition to those set forth herein, as are necessary to guide the Executive Board, the Executive Director, officers and committees in the performance of their duties;
  - ix. Make recommendations to any officer, or the Executive Board;
  - x. Review and make recommendations with respect to a regional plan;
  - xi. Exercise the powers and fulfill the responsibilities established by 24 V.S.A. § 4341 et seq.; without limitation, exercise the optional powers and duties established by V.S.A. § 4345.

## (2) Officers

- a. The officers of the Association shall consist of a President, one Vice President from each county, and a Secretary-Treasurer, all of whom shall be selected from among the members of the Executive Board.
- b. A nominating committee of five (5) individuals shall be appointed by the President of the Association prior to the annual meeting. The nominating committee shall consist of one representative residing in each county within the region, and two members of the Executive Board. The nominating committee shall render its report of nominations to fill ensuing vacancies to the Secretary-Treasurer at least 20 days prior to the Annual Meeting. The nominating committee may nominate one or more candidates for each office.
- c. The report of the nominating committee and a ballot shall be mailed to each representative appointed for the ensuing year, not less than 15 days in advance of the annual meeting. Representatives are privileged to vote for any qualified person whether or not they are nominated by the nominating committee.
- d. Election of officers of the Association may be conducted by any voting method authorized by the Executive Board and permitted by law, including paper ballots, mail ballots, and electronic voting. The Executive Board shall establish procedures to ensure the integrity and confidentiality of the election process. Election results shall be announced at the Annual Meeting.
- e. The officers of the Association shall be elected by the affirmative vote of a majority of the representatives voting. The results of the election shall be announced at the annual meeting.
- f. All officers shall be elected for terms of one year. The terms of all officers shall begin immediately after the annual meeting of each year at which they are declared elected and shall end immediately after the annual meeting at the end of their term. An officer shall not be elected to the same office for more than three consecutive terms. Vacancies in any office shall be filled for the remainder of the term by a majority of the Executive Board present at the next meeting of the Association.

## **ARTICLE VIII.      STAFF**

- (1) The staff of the Association shall be an Executive Director and other staff as determined by the Executive Board.
- (2) The Executive Director shall have charge of and manage the daily operations of the Association; shall prepare the annual budget; shall be responsible for keeping expenditures and commitments within authorized appropriations and allocations; shall supervise the Association's staff; shall keep active accounts of all the property of the association; shall prepare progress and financial reports as directed by the Executive Board; shall have custody of all records and documents of the Association and shall make all such papers available for public inspection; and shall perform other duties incidental to the office and such other duties may be assigned to or requested by the Executive Board.
- (3) The Executive Director and staff shall prepare a regional plan for review and approval by the Executive Board and the membership in accordance and in compliance with the requirements of 24 V.S.A. § 4341 et seq.
- (4) The Executive Director is authorized to sign contracts and agreements on behalf of the Association, provided they are consistent with the annual work programs and budget. The Executive Director shall report on such actions at the next meeting of the Executive Board.
- (5) No person seeking employment or having business with the Association shall be discriminated against for reasons of race, religion, color, sex, age, disability or place of national origin. The Executive Director shall take affirmative steps to ensure that this policy is followed.

## **ARTICLE IX.      MEETINGS**

- (1) The Executive Board shall meet at least eight times during the year at dates, times, and places to be determined by the President of the Association.
- (2) Notice of regular meetings of the Executive Board shall be communicated by the Executive Director or Secretary to the Executive Board at least seven days in advance.

- (3) A quorum of the Executive Board shall consist of a majority of the currently appointed and serving members.
- (4) The Executive Director shall be responsible for maintaining the minutes of all Association meetings.

## **ARTICLE X. COMMITTEES**

- (1) The Executive Board shall have the power to create such committees as it deems necessary to carry out the powers and duties of the Association. Fifteen percent (15%) of the membership may request the formation of an ad hoc special committee with approval of the Executive Board.

## **ARTICLE XI. SUPPLEMENTARY PROVISIONS.**

### **(1) Annual Report**

The Executive Director, President and the Secretary-Treasurer shall prepare an annual report, which shall be presented to the Association at its annual meeting.

### **(2) Instruments**

All contracts and other documents shall be signed by the President or their designee, or, in the absence of the President, a Vice President. Checks, notes, and drafts shall be signed by the Secretary-Treasurer, or designee, in the name of the Association and may be countersigned by such officers or agents as the Executive Board or Executive Board shall from time to time designate for that purpose.

### **(3) Parliamentary Authority**

The rules contained in the current revision of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By Laws and any special rules of order the Association may adopt.

### **(4) Vacancies**

Where no procedure is provided in these By Laws, vacancies in any office shall be filled by the Executive Board until the next annual meeting.

(5) Amendment of By Laws

These By Laws may be amended by the membership at any regular meeting, by a two-thirds vote of those present and voting, provided that the amendment has been submitted in writing previously and included in the notice of the meeting at which such vote occurs.

(6) Adoption

These By Laws shall be effective upon adoption.

(7) Severability

If any provision of these By Laws is held invalid, the other provisions of the Association By Laws shall not be affected thereby.