

MEMORANDUM

TO: Board of Commissioners
FROM: Sarah Reeves, Executive Director
DATE: May 18, 2023
RE: Annual Organizational Meeting, Election Process – Virtual Meeting

The 2023 Annual Organizational meeting is scheduled for Wednesday, June 28, 2023. At this meeting, the Board of Commissioners elects a Chair, Vice-Chair, Treasurer, Secretary, and an Executive Board. The aim is to have the meeting in CSWD's new office space, and for all Commissioners to attend in person. However, if we need to hold the meeting as a hybrid meeting, we will use the following process for the portion needing to be held virtually.

Charter Guidance

Article II, Section 3 of the CSWD Charter states:

Annually, on or before the fourth Wednesday in June, commencing in 1989, the Board of Commissioners shall hold its organizational meeting. At such meeting, the Board of Commissioners shall elect from among its membership a Chair and a Vice Chair, each of whom shall hold office for one year and until his or her successor is duly elected and qualified. The Chair and Vice Chair are eligible to be elected to successive terms without limit.

Article III, Section 1 states:

The Board of Commissioners annually shall elect from among its members a chair, vice chair, treasurer and secretary, and such other officers as it deems appropriate for the conduct of its business. Upon majority vote of the Board the treasurer or secretary may be non-Board members.

Article III, Section 10 states:

The Board of Commissioners shall have the authority to establish an Executive Board and grant such powers to it as it may deem necessary. The Executive Board shall consist of the Chair of the Board of Commissioners and four members of the Board of Commissioners elected by the Board of Commissioners.

Nomination and Election Process – Virtual Meeting

The Executive Director will collect nominations, including self-nominations, for positions **through close of business (4:30pm) Friday, June 16, 2023, via e-mail**. A memo listing the nominees received will be included in the Board packet for the Annual Organizational Meeting. Additional nominations will be solicited at the Annual Organizational Meeting on June 28, 2023. Commissioners may nominate another commissioner for an elected position, but the nominee's name will only be added to the ballot with the nominee's assent. All new self-nominations will be added to the ballot at that time. Nominations will close for officer positions one by one. For example, nominations will be sought for the position of Chair. When all nominations have been received, nominations will close and voting will commence. Ballots will be virtual with the nominees displayed on a Power Point slide being screen-shared with the public by the Executive Director. Voting will be conducted via one-by-one admittance to a virtual breakout room for each contest with more than one nominee. Each Commissioner in turn, in alphabetical order by member city or town, will be called to exit the public session and join a breakout room. The breakout room link will be provided to each Commissioner ahead of the Annual Organizational Meeting. After the Commissioner has recorded their vote with the Secretary and a Teller appointed by the incumbent Chair, the Commissioner will leave the breakout room, return to the open public session, and the next Commissioner invited to the breakout room.

When the vote for Chair is completed, the process repeats for Vice Chair, Secretary, and Treasurer in turn should there be contests with more than one nominee. Additional nominations will be sought for Executive Board when the Officer elections are complete. Commissioners may select **up to four members** to serve on the Executive Board (the Chair is automatically a member of the five-member committee). If more than five Commissioners are on the Executive Board ballot, the breakout room process will be used.

Duties of the Officers

Chair: The chair shall preside at all meetings of the Board of Commissioners. The chair shall also perform all of the duties incident to the position and office.

Vice Chair: During the absence of or inability of the chair to perform his or her duties, the vice chair shall perform such duties.

Secretary: The secretary shall have the custody of the public records of the District and shall record all votes and proceedings of the District including meetings of the District and meetings of the Board of Commissioners. The secretary shall also prepare and warn all meetings of the District and Board of Commissioners in accordance with Vermont law and shall cause the annual report approved by the Board of Commissioners to be distributed to the legislative bodies of the member municipalities. The secretary shall also perform all the duties and functions incident to the office of a secretary or clerk of a municipal corporation.

Treasurer: The treasurer shall have the custody of the funds of the District and shall be the disbursing officer of the District. When authorized by the Board of Commissioners, the treasurer shall sign, make or endorse in the name of the District all checks and orders for the payment of monies and pay out and disburse the same. The treasurer shall perform all of the duties and functions incident to the office of treasurer of a municipal corporation.

Committees

Currently active committees are the Executive Board and one standing committee, the Finance Committee. The Investment Committee meets as needed, usually once a year, and has traditionally been comprised of the same members that serve on the Finance Committee. Over the years, we've established a variety of ad-hoc committees (Ordinance, Recycling Market Development, Franchise Study, Executive Search, etc) to work on short-term projects. The Chair serves as an ex-officio member of all committees.

Executive Board

The Executive Board meets on the third Monday of each month as needed, typically 10 times per year. The Chair of the Board of Commissioners currently functions as the Chair of the Executive Board.

Finance Committee/Investment Committee

The Finance Committee was established by the Board of Commissioners in 1996 and its members are appointed by the Chair of the Board. The Finance Committee has begun to meet regularly during the year, not solely for budgeting purposes. The expectation can be that the Finance Committee will meet approximately eight times per year. The Treasurer of the Board of Commissioners is automatically a member of the Finance Committee and generally serves as Chair.