

# **CVFiber GOVERNING BOARD**

## **RULES OF PROCEDURE**

### **A. PURPOSE AND AUTHORITY**

Central Vermont Internet (d/b/a CVFiber) is a communications union district formed and operated by its member municipalities under 30 V.S.A. Chapter 82. The legislative power and authority of CVFiber and the administration and the general supervision of all fiscal, prudential, and governmental affairs thereof are vested in the Governing Board, except as specifically provided otherwise in 30 V.S.A. Chapter 82.

The Governing Board is composed of one representative from each member municipality and one or more alternates to serve in the absence of the designated representative. The appointed municipal representatives are referred to herein as delegates. Delegates and alternates are collectively referred to herein as Governing Board members.

Except as provided in 30 V.S.A. Chapter 82, no Governing Board member has authority to represent or act on behalf of the Governing Board unless by majority vote, the Governing Board has delegated such authority for a specific matter at a duly-noticed meeting, and such delegation is recorded in the meeting minutes. The Chair, however, without such specific authorization, may speak for the Governing Board on matters of policy as well as on actions taken by the Board. Committees may be delegated specific authority, through the charter granted each committee, to represent or act on behalf of the Governing Board regarding matters germane to the committee's activities. [Last sentence added 2-8-22]

As a public body, the Governing Board is required by law to conduct its meetings in accordance with the Vermont Open Meeting Law. Meetings of the Governing Board must be open to the public at all times, except as provided in 1 V.S.A. §313.

### **B. APPLICATION**

This policy setting forth rules of procedure shall apply to all meetings of the Governing Board. Except as provided otherwise by law, these rules may be amended by two-thirds vote of the Governing Board. These rules are adopted in accordance with 30 V.S.A. §3065 and shall be readopted annually.

### **C. ORGANIZATION**

1. The Governing Board shall annually elect from among the delegates a Chair and a Vice Chair, who shall each hold office for one year and until his or her successor is duly elected. The Chair shall preside at all meetings of the Governing Board. The Chair shall preserve order in the

meeting and shall regulate its proceedings by applying these rules and making determinations about all questions of order or procedure.

2. During the absence of, or inability of, the Chair to render or perform his or her duties or exercise his or her powers, the same shall be performed and exercised by the Vice Chair and when so acting, the Vice Chair shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the Chair.
3. During the absence or inability of the Vice Chair to render or perform his or her duties or exercise his or her powers, the Governing Board shall elect from among the delegates an acting Vice Chair who shall have the powers of and be subject to all the responsibilities hereby given or imposed upon the Vice Chair.
4. Upon the death, disability, resignation, or removal of the Chair or Vice Chair, the Governing Board shall forthwith elect a successor to such vacant office until the next annual meeting.

#### **D. QUORUM**

For the purpose of transacting business, the presence of delegates or alternates serving in the absence of delegates representing more than 50 percent of district members shall constitute a quorum. However, a smaller number may adjourn to another date.

#### **E. DISCUSSION, MOTIONS, and VOTING**

1. Informal discussion of an agenda item shall be permitted while no motion is pending. All Governing Board members present may participate in informal discussion of an agenda item.
2. A motion shall only be made by a delegate or an alternate serving in the absence of a delegate. All motions shall require a second. The Chair may make motions and may vote on all questions before the Governing Board.
3. Only delegates and alternates serving in the absence of a delegate may speak to a motion. A delegate or alternate serving in the absence of a delegate, may speak to a motion only after being recognized by the Chair.
4. There shall be no limit to the number of times a delegate, or alternate serving in the absence of a delegate, may speak to a motion. Motions to close or limit debate will not be entertained. If a member has already spoken on a topic, he or she may not be recognized again until others have first been given the opportunity to comment, or until others have been given the opportunity to comment as many times as any other speaker has commented.
5. Any delegate, or alternate serving in the absence of a delegate, may request a roll call vote; the request must be sustained by at least one member. When one or more delegates or alternates serving in the absence of a delegate attend a meeting electronically, a roll call vote is required for votes that are not unanimous.

6. Each member's delegation shall be entitled to cast one vote. Only delegates and those alternates serving in the absence of a delegate shall vote. Any action adopted by a majority of the votes cast at a meeting of the Governing Board at which a quorum is present shall be the action of the Board, except as provided in 30 V.S.A. Chapter 82.

## **F. AGENDAS**

1. Each regular and special meeting of the Governing Board shall have an agenda, with time allotted for each item of business to be considered by the Board. Those who wish to be added to the meeting agenda shall contact the Chair to request inclusion on the agenda. The Chair shall determine the final content of the agenda.
2. At least 48 hours prior to a regular meeting, and at least 24 hours prior to a special meeting, a meeting notice and agenda shall be posted in or near the municipal office of each member municipality. The agenda must also be made available to any person who requests such agenda prior to the meeting.
3. If the Governing Board maintains or designates a website as the official website of Central Vermont Internet, then at least 48 hours prior to a regular meeting, and at least 24 hours prior to a special meeting, a meeting agenda shall be posted on such website.
4. Additions to, or deletion from, the posted agenda must be made as the first act of business at a meeting. Additions to the agenda shall require a majority vote of the Governing Board and shall be made only when necessary to respond to an unforeseen occurrence or condition requiring immediate attention by the Board. Other changes to the posted agenda, for example, changing the order of business or postponing or tabling actions, may be made at any time by majority vote of the Governing Board.

## **G. MEETINGS**

1. Special meetings shall be publicly announced at least 24 hours in advance, by giving notice to all members of the Governing Board unless previously waived; to an editor, publisher or news director, or radio station serving the area; and to any person who has requested notice of such meetings. In addition, notices shall be posted in or near the municipal office of each member municipality.
2. Emergency meetings may be held without public announcement, without posting of notices, and without 24 hours' notice to members, provided some public notice thereof is given as soon as possible before any such meeting. Emergency meetings may be held only when necessary to respond to an unforeseen occurrence or condition requiring immediate attention by the Governing Board.
3. A member of the Governing Board may attend a regular, special, or emergency meeting by electronic or other means without being physically present at a designated meeting location, so long as the member identifies him or herself when the meeting is convened and is able to hear and be heard throughout the meeting. Whenever one or more members attend electronically,

voting that is not unanimous must be done by roll call. If a quorum or more of the Governing Board attend a meeting (regular, special, or emergency) without being physically present at a designated meeting location, the agenda for the meeting shall designate at least one physical location where a member of the public can attend and participate in the meeting. At least one member of the Governing Board, or at least one designee of the Governing Board, shall be physically present at each designated meeting location.

## **H. PUBLIC PARTICIPATION**

1. Members of the public shall be afforded reasonable opportunity to express opinions about matters considered by the Governing Board, so long as order is maintained according to these rules.
2. At the beginning of each meeting, there shall be 10 minutes afforded for open public comment. By majority vote, the Governing Board may increase the time for open public comment and its place on the agenda. A reasonable opportunity for public comment on agenda individual items shall be allowed at the discretion of the Chair.
3. Comment by the public or members of the Governing Board must be addressed to the Chair or to the Board as a whole, and not to any individual member of the Governing Board or public.
4. Members of the public must be acknowledged by the Chair before speaking.
5. If a member of the public has already spoken on a topic, he or she may not be recognized again until others have first been given the opportunity to comment.

## **I. ORDER AND DECORUM**

1. Order and decorum shall be observed by all persons present at the meeting. Neither members of the Governing Board, nor the members of the public, shall delay or interrupt the proceedings or the peace of the meeting or interrupt or disturb any member while speaking. Members of the Governing Board and members of the public are prohibited from making non-germane or threatening remarks.
2. Members of the Governing Board and members of the public shall obey the orders of the Chair or other presiding member. The Chair should adhere to the following process to restore order and decorum of a meeting, but may bypass any or all steps when he or she determines in his or her sole discretion that deviation from the process is warranted:
  - a. Call the meeting to order and remind the members of the applicable rules of procedure.
  - b. Declare a recess or table the issue.
  - c. Adjourn the meeting until a time and date certain.

*Adopted July 10, 2018  
Re-Adopted June 11, 2019*

NOTE: The name of the organization as referenced in the first paragraph of Section A. was changed from *Central Vermont Internet (d/b/a CVFiber)* to *CVFiber* by the Governing Board following filing and acceptance of the change at the Vermont Secretary of State's Office.

*Amended Nov. 24, 2020*

## **J. GOVERNING BOARD COMMITTEES**

1. Title 30, Chapter 82, § 3071 gives the Governing Board of each CUD broad power in establishing committees and granting and delegating to them “such powers as it deems necessary.” The only committee specifically mentioned in the Title 30 CUD statutes is an Executive Committee, and it requires that if such a committee is created, members “shall serve staggered terms and shall be board members.” The only other statutory requirement is that “Membership on other committees established by the board is not restricted to board members.”
2. If the CVFiber Governing Board establishes an Executive Committee, its members shall be the Board officers (chair, vice-chair, secretary, and treasurer, but in the case of treasurer, only if the treasurer is a Board member), and the chairs of other committees the Board may establish. The chair of the Governing Board shall serve as the chair of the Executive Committee.
3. When the Governing Board creates any committees other than an Executive Committee, a temporary chair shall be designated by the Governing Board chair to preside over the new committee.
4. At the new committee’s first meeting, and as its first order of business, the committee shall choose, and nominate for approval by the Governing Board, a board member to serve as permanent chair of the committee.
5. At its next meeting, the Governing Board shall consider the nomination of the person to be permanent chair. Should the nomination not be approved by the Governing Board, the Governing Board chair shall designate a new temporary chair to preside over the committee. The committee shall then repeat, at its next meeting, the process of choosing a person to serve as permanent chair and send the nomination to the Governing Board. This process shall be repeated as many times as necessary until a nominee is approved by the Governing Board.
6. Committee chairs shall serve until the committee’s annual reorganization in May. At that time, or in the event of resignation or incapacitation, a chair shall be chosen by the committee. If no person is chosen, the current chair shall remain in office until a new chair is chosen. If a new chair is chosen by the committee, that person shall be nominated for approval by the Governing Board, with the procedures set out in paragraph 5 followed until a new chair is approved.

NOTE: Section J. was added by the CVFiber Governing Board as an amendment to the CVFiber Rules of Procedure as adopted June 11, 2019 and amended Nov. 24, 2020.

*Last amended Feb. 8, 2022*