

Draft VSEA 2023 Annual Meeting
Saturday, September 9, 2023
Stoweflake Mountain Resort
In Person and via Zoom

The meeting was called to order at 9:30 a.m. by President Aimee Towne via the Zoom.

Welcome

President Towne welcomed everyone from the Vermont AFL-CIO meeting at Jay Peak. Margaret Crowley will fill in when President Towne is not available.

Housekeeping

Pledge of Allegiance

Parliamentarian: Terry Macaig

Ballot Counters: Tom Randall, Mercedes Pinon

Time Keeper: Peggy Bosley

Clerk: Ellen Hinman

Agenda

A motion was made by Peggy Bosley and seconded by Kent Hedberg to move the agenda as presented. There was no discussion. On voice vote, the motion passed unanimously.

2022 Annual Meeting Minutes

A motion to move the minutes was made by Heather Pembroke and seconded by Barbara Lurie.

Discussion - Heather Pembroke brought forth corrections to many names and made a motion to amend the motion to move the minutes with corrected names. The motion was seconded by Mercedes Pinon. There was no further discussion. Vote taken by voice vote to approve the amendment passed unanimously. Vote by voice on the motion to move the meeting minutes as amended with the correction of names passed unanimously.

Question - Eric Davis asked about the special all member meeting that was held after Annual Meeting last year and how those minutes would be approved by the entire body. President Towne explained the special meeting minutes were not warned with the 2023 Annual Meeting so will have to be reviewed at the next annual meeting.

Retirement Board (VSERS) Nominations and Elections

The chair of Retirement Board was not present so Margaret Crowley facilitated the discussion. Elections are needed for the one full time seat and one alternate seat, both two-year positions. Eric Davis explained what the Board does and what the positions involve.

Eric Davis self-nominated for the full time position. If elected, this would be his 4th term on the board; he has been vice-chair.

Point of Order - Mike Liff - What seats are available? There is one full time seat and one alternate seat open at this time.

There were no further nominations for the full time seat. On voice vote, Eric Davis was elected to the full time seat on the VSERs committee.

Nominations from the floor on the alternate seat were solicited. Eric Davis has been in touch with John Vorder Bruegge, who has the alternate seat now, and suggested John be nominated from the floor.

Question - How many alternates are there and what is the time commitment? Eric Davis explained there is one alternate position. A half-day meeting is held once a month when the Board meets and takes up business. The Board packet is available ahead of time for review that will take extra time to review outside of the meeting. Members get paid time for the business meetings but meeting prep is work outside of that.

There were no other nominations. Alternate John Vorder Bruegge can decline if elected and the Board of Trustees (BOT) can appoint someone as the alternate to VSERs. If John declines, interested members may submit their names to the BOT.

The voice vote taken to appoint John Vorder Bruegge as the alternate passed unanimously.

Election results - Eric Davis elected to the full time position and John Vorder Bruegge elected as the alternate.

President's Report

President Towne recognized VSEA's 79 years as an independent union. Terry Macaig has been present for 60 of those years and was recognized for his service. Director of Labor Relations Gary Hoadley has been present for 30 of those years and was recognized for his service.

Rules of Order

The Rules of Order should have been reviewed and approved earlier but was left off the agenda.

A motion to adopt the Rules of Order was made by Tom Randall and seconded by Barbara Lurie.

Discussion - Heather Pembroke asked about the time limit of 2 minutes in #6 and asked how to extend that time; a motion to modify the rule is required. Heather Pembroke made a motion to modify Rule #6 to allow the body to vote to extend a speaker for another 2 minutes if the body felt they wanted to hear more. The motion was seconded by Jackie Hickerson.

Discussion - Peggy Bosley, who has been timekeeper multiple times, said when someone is speaking, the two minutes are not usually used, but sometimes are. That does not mean they cannot be recognized again. Four minutes is too long for one speaker. Mercedes Pinon clarified that four minutes would be an additional two minutes if needed, not four extra minutes. Kay Hopper said if we have to vote every time someone wants extra minutes, it will take long time. Can we just allow people to talk a little extra time? No further discussion.

A vote on the motion was taken by ballot - 14 yea and 39 nay. The motion was defeated.

A motion was made by Jackie Hickerson to amend Rule #6 - If the member is called to order, the member will refrain and the body will decide if they continue. The motion was seconded by John Howe.

Discussion - Jackie Hickerson said Call to Order has been used in the past to censor members and she wants to make sure everyone will be able to speak their mind.

Discussion - Tom Randall asked to amend the motion to include that the vote would be taken automatically without further discussion and by ballot vote. Kent Hedberg seconded. No further discussion on the amendment. Vote taken by ballot - in favor 39 and against 10. The amendment to the amendment passed.

The vote on the amended motion by ballot - in favor 38 and against 14. The motion on the amendment to Rule 6 passes.

The amended Rule 6 - If a member, while speaking, is called to order, the member shall refrain and the body shall decide if the member should continue. The vote will be taken automatically without further discussion and will be by ballot vote.

A motion was made by Jackie Hickerson and seconded by John Howe to approve the Rules of Order for the 2023 Annual Meeting as amended. There was no further discussion. A vote was taken by ballot with 54 in favor and 0 against. The motion passed and the Rules of Order as amended are approved.

Question - Kay Hopper asked if the meeting could move forward or if the body needed to revisit any of the discussions done prior to approval of the rules.

Tom Randall made a motion to accept the business conducted prior to the acceptance of the Rules of Order since none of rules were violated in those discussions. Mercedes Pinon seconded the motion.

Discussion - Tom Randall asked for clarification on business conducted prior to approval of rules. That business was approval of the agenda, approval of the 2022 Annual Meeting minutes with corrections to names, and election of Eric Davis to the full time position and John Voder Bruegee to the alternate position on VSERs.

A vote was taken with 58 in favor and 1 against. The motion passed.

Executive Director's Report

Steve thanked members for showing up. Showing up makes VSEA a strong union. VSEA members continue to step up.

Major focus recently has been member recruitment. Membership numbers dipped quite low due to retirements, pandemic, vacancies. Steve reported that the numbers have been slowly rising and we are now at only 28 members from our goal of 6000 members. Organizers will be working to get those 28 members and more. Another phone and text bank will be done in the next few

weeks. Aggressive outreach will be done for union appreciation days and worksite visibility and social media will increase.

VSEA is recognized as a powerful Union, but we need to become more powerful and build our political power. The PAC needs to be strengthened; more members need to sign up. There is a QR code on each table; scan that to be directed to the sign up page.

Field services/union reps have done a lot of work - Bob South, Mike O'Day, Tom Hango, and Gretchen Naylor were present and were recognized. Rachel Fields and Dave Martinson not present.

Staff changes - Kelly Everhardt and Brian Morse have moved on.

Gretchen and Adam Norton worked on 10 RFRs this year, all in on time and completed accurately.

Gary Hoadley is leading the bargaining process for Executive Branch units; Defender General will be coming up soon and others later on.

The VSEA building at 155 State Street did get flood damage in July. Flood insurance may cover most of the costs. Costs to recover from flood range from \$20,000 to \$300,000. The elevator has stopped working; recovery costs depend on fixing that and if it is covered by insurance. Electrical and ventilation systems still need replacing. Shout out to Amy Kinsell and Sue Devoid for leading the recovery effort.

Issues at DCF and Family Services Workers dealing with troubled youth. Vermonters need to know how bad the Family Service Workers conditions are and how children in crisis are being treated by the Administration. Talk to your Legislators about DCF.

Judiciary issues - security at courthouses is unacceptable. Meeting coming up with CAO of Judiciary to demand they lead the charge on providing law enforcement security in every court house.

Understaffing still exists in Corrections and VPCH. Some negotiations have had positive affect across the state. VSEA is leading the fight to come up with a solution for the Administration. There is now a plan from the Commissioner because of member input.

Shout out to the Legislative Committee and Legislative staff who work in the State House. Legislators know VSEA members show up. New initiatives - Legislative dinners locally, meeting with Legislators to see where they stand on our issues prior to the dinners, working with technology Numero that allows us to look at membership for members who are politically active to try and set up a tri-political action team of members throughout the state to talk to other members when actions are needed. This team needs to be ready for the upcoming session.

There is legislation that Council approved to increase safety and security of all state offices and taking politics out of safety and security for state employees. Danielle Werner is on the Health

and Safety committee and she will sometimes talk to the expert on Safety and Security but they are not allowed to discuss this with us.

Questions/Comments

Jackie Hickerson:

-Can we access FEMA funds for the building?

- Amy Kinsell attended a FEMA meeting in Waterbury. She has been working on alternative sources of funding for the damage. FEMA will not cover the damage to our business as it is not part of the emergency designation in Vermont. \$20M was put together to provide grants to businesses but that was not enough. There will be a push for more money put into grants for businesses.

-What is up with call center at DMV?

-Steve was not aware of any issues here, but there are 1100 vacancies in State government and jobs are staying vacant longer. Not sure why; the State is not competing with the private sector like they should. This also affects member numbers. The Administration is more than happy to leave positions vacant. The answer to lack of employees from the Administration is to privatize that work. We need to be on the offense on anti-privatization to prevent the Administration to move bargaining positions out of a bargaining unit by privatizing those positions.

-Regarding push for public knowledge, once the public knows stuff they can move mountains. We can do PSAs for free on most public stations so why not do those with statistics on what is happening.

-Steve agreed that is a good suggestion and suggested discussing this with Doug and Chris.

Mercedes Pinon:

-Every year we discuss how old the building is and all the repairs that need to be done. She just found out about the elevator. What about evaluating the situation and maybe going to a smaller building and holding meetings other places.

-Steve said if the insurance covers the elevator, the cost will not be close to \$300,000. Also the BOT and President Towne appointed a new Building Committee. See President Towne if you want to be on that committee. They will be evaluating the building and repair costs.

A motion was made by Peggy Bosley and seconded by Jackie Hickerson to take a bio break. On voice vote, the motion passed and a 15 minute bio break began at 11:20 a.m.

VSEA Officer Election Results

President: Aimee Towne

1st Vice: Margaret Crowley

Treasurer: Eric Davis

2nd Vice: Karen Hango

Clerk: Meghan Place

A motion to break for lunch was made by Jackie Hickerson and seconded by Janine Carey. A voice vote was taken and the motion passed. Break started at 11:51 a.m. and will end at 12:51 p.m.

FY2024 Budget Presentation

The Budget Committee went through each line of the budget; their work was very thorough. The budget then went to the BOT and to Council. The BOT took action in May or June, then the Council moved the budget at their June meeting.

Dues were down in 2021 and 2022. The dues structure put in place for 2023 did collect more dues. This means the existing dues structure does have some capacity in it.

The current dues structure is expected to collect about \$20,000 less than our expenses show we need to collect.

When the budget was developed last year, the staff contract had not been finalized. There is now a bit of a pressure spot from costs associated with year two that are unbudgeted since we were unaware of them at the time of budget development. This caused about a \$173,000 shortfall. This was brought to the BOT. It was decided to keep the vacant staff attorney position vacant to bring down the shortfall.

Another stress on this year's budget is travel. We are asking staff to travel to worksites more frequently this year and that was not budgeted. Shortfall of about \$35,000.

Legal expenses are over budget. Leaving the staff attorney position open required contracting out some legal services. Shortfall of about \$15,500.

Costs for meetings were lowered during the pandemic since meetings were being held virtually. Also, some meetings (BOT, Council) were decided to be in person more frequently than budgeted for. Also, having Annual Meeting in person was not budgeted so this caused a shortfall.

Lobbying is also a line item that increased over budget by about \$25,000.

Staff travel and training, having outside counsel and legal resources, meeting in person when appropriate, all those areas have been pressures on our current budget. Moving forward, the budget matches to levels closer to what we expect. Also we are able to make a different decision on salary and wages due to the vacancy. The current dues structure already supports some capacity.

A motion was made by Jackie Hickerson and seconded by Janine Carey not to approve the budget as presented and open up discussion.

Discussion:

Jackie Hickerson - The budget does not show what will happen with outsourced legal and the AFL-CIO affiliation. Also issues with equity and compensation need to be addressed. The budget does not address all our expenses fully.

Eric addressed the cost for AFL-CIO; there is no line item for this. The BOT made that decision the end of August and Council moved this budget forward in June. We know what the cost is. There are other organizational decisions that could help defray those

costs. Eric feels the BOT has an obligation to lay out the entire plan to members before any dues are raised to pay for that. As for the legal issues, the BOT decision to hold the staff attorney position vacant and contracting out legal work has not been fully discussed. The BOT needs to gather information on the options before addressing this issue.

Looking at equality between management and staff, something needs to be in place to remedy that inequality. Make the most expensive line item of salaries and wages more sustainable. What will be put in place to retain staff and keep the union?

Margaret said the inequality in the policy regarding Staff Alliance and non-Staff Alliance is being worked on now. Policy is approved by BOT, then to Council which has the ability to override a BOT decision.

Staff Travel - Eric said post-COVID, the decision was made to put staff in worksites more frequently. There is a plan in place to do this. The amount covers mileage for travel.

AFL-CIO cost increase was not lost on Eric, but the budget had already been crafted before this took place. It is about \$180,000 this year. The BOT has decided the cost will not be paid fully with dues and wants to find other ways to fund that.

Dan Gwozdz - the warn version of the budget does not have notes. Question on whether the in house counsel position was a Union position and now we are going to outside counsel? The staff attorney position was Union. Dan pointed out we are generally against doing this.

Tom Randall - Made a substitute motion for the motion on the floor - 1-Table further discussion on and the approval of the budget as presented today. 2- Request the Budget Committee meet and produce a budget including the AFL-CIO dues and any other known unbudgeted items. 3- Request the BOT review and re-recommend the budget to the Council. 4- The BOT allow the President to call for a special meeting of the Council to review the budget. 5. Thereafter, the BOT authorize the Clerk to call a special meeting of the membership. 6 - Further, this motion asks to amend the agenda to cut today's discussion of the dues increases and approval. 7- Request the Dues Committee to meet and formulate a new dues proposal to meet the new budget's requirement. Bylaw 4 would address this.

The motion was seconded by Kent Hedberg.

Discussion:

John Howe - Point of order - the motion to table is one thing, does that affect the other motion? Those are separate and the other motion will be addressed after.

Eric Davis - If we table the budget now, we are asking the organization to start with a deficit.

Point of Information - Does this table budget and dues discussions? No, just the budget.

Point of Information - Do the Bylaws state the annual meeting shall establish a budget and dues? That may make a motion to table out of order.

Terry Macaig ruled that Bylaw 4 allows for the current budget to be followed in place of a new budget.

Point of Information - If we table the budget, how long is it tabled for? Don't want to start a new year in a deficit. Margaret Crowley said this would be pushed as much as possible but could not give a time line.

Point of Order - Brian Hasselback. The Rules of Order we approved requires a motion to table be a two thirds vote. Margaret Crowley agreed, but we are not there yet.

Vote taken on the motion to table - 40 in favor, 15 not in favor. The motion passed and the budget discussion was tabled.

Point of Order - The vote needs to be two thirds; was it? Margaret Crowley confirmed it was over two thirds.

Tom Randall made a motion to move forward with item 2, Request the Budget Committee meet and produce a budget including the AFL-CIO dues and any other known unbudgeted items. The motion was seconded by Ted Dale.

Point of Information - Since the first round of dues has been paid to AFL-CIO, and while going through process of developing a budget, those dues will still be paid. What budget line will that come out of and what process is in place to authorize the payment of those funds? The BOT can authorize payment outside of the budget but it is not clear there was official agreement to do this. Where in the current budget would this come out of and is it in line with policies and bylaws to pay those dues from whatever fund we want without authorization? Eric Davis said the BOT can authorize expenditures and the BOT took a vote at a meeting to do so. Timothy Bolen asked which meeting that decision was made - it was the August 25 meeting.

Point of Information - Tyler Wachtel - We already spent \$24,000, so will a vote be taken every month at the BOT meeting or was there a set amount that will be paid each time?

Point of Order - this discussion is unrelated to motion on the floor.

Eric Davis - The BOT took action with the costs known. Now there is an internal process that must occur. Steve Howard explained if the cost was appropriated in the budget and passed, there would not need to be approval every month as it is an approved appropriation. There are many appropriations that are made throughout the budget year. Margaret Crowley asked, if we are operating on the past budget, will the BOT have to approve payment of dues every month; Steve said no because there are line items in the budget to cover this.

Bob Arkley, who sits on the BOT, said he does not recall discussing funding this and would not have approved the \$12,000 to be a member for six days. He does not recall the BOT discussion. Leslie Matthews agreed and asked what line items Steve Howard referenced. Steve said those have not been designated yet but could be external communications, lobbying, or possibly external organizing.

The motion on the floor is to direct the budget committee to rework the 2024 budget. Eric Davis voted against tabling but does support the motion for the Budget Committee to put forth further details.

Point of Order - The discussion taking place now is discussion of the budget that we voted to table. Should we still be discussing it? The discussion on budget was tabled. If we talking about timelines, should have been a motion to refer this back to Committee. Margaret Crowley duly noted the Point of Order, but said this was part of the tabling.

Janine Carey made a motion to call the question; Jackie Hickerson seconded. Vote taken, 57 in favor of calling the question, 2 against. The motion to call the question passed.

Vote taken on the motion on the floor - requesting the Budget Committee meet and produce a budget including the AFL-CIO dues and any other known unbudgeted items. 59 in favor, 0 not in favor. The motion passed.

Point of Order - John Howe - Can the items from Tom Randall's motion be combined and not voted on separately? Margaret Crowley said the remaining pieces may be part of the process. The body voted to send the budge back to Committee. Then it will go to the BOT, the BOT will review and recommend to send to Council, a special meeting will be called, a budget will be recommended to send to membership at a special Annual Meeting (required to be warned) to review/approve a new budget and a dues proposal. In between the Council and special Annual meetings, the Dues Committee will work on a new structure. Is this the process? Or does it need a motion.

Jackie Hickerson made a motion to do the remaining items relating to budget, not the dues items, now; Jen Lyford seconded. Leslie Matthews said the process is not correct; bylaws relating to setting dues are separate. Not sure if the motion included setting of dues. If not, there should be a separate motion to table dues. Margaret Crowley said the next agenda item will have to include motions on approving dues today or waiting.

Point of Order - Peggy Bosley - the motion made by Jackie Hickerson is out of order because the bylaws state what the process has to be. Margaret Crowley said this could be put to the body for approval to put on the record if that is what we want to happen.

Margaret Crowley said item 6 of Tom Randall's motion is not relevant to this discussion but relevant to the dues discussion. Just the pieces regarding going to the BOT, to Council, the special Annual meeting, are included in this motion.

Peggy Bosley made a motion to call the question, Kristina Sweet second. Vote taken, 56 in favor and 2 not in favor. The motion to call the question passed.

Vote take for the motion to combine items 3, 4, and 5 into one motion (3-Request the BOT review and re-recommend the budget to the Council. 4- The BOT allow for the President to call for a special meeting of the Council to review the budget. 5. Thereafter, the BOT authorize the

Clerk to call a special meeting of the membership). 53 in favor, 7 not in favor. The motion passed.

Peggy Bosley made a motion to adjourn; seconded by Bob Stone. Vote taken, 15 in favor, 60 not in favor. The motion did not pass.

Dues Presentation

Point of Order - Peggy Bosley - If the budget is tabled, and the dues presentation is because of budget, should we be seeing it since it will not be relevant.

Point of Order - Bob Stone - A motion to table is in order.

Peggy Bosley made a motion to table the dues discussion until we find out what the budget is; seconded by Tyler Wachtel.

Point of Order - Leslie Matthews - Would we have to amend the agenda since this is on the agenda? To remove an item from the agenda, it should have been removed this morning, or a motion to rescind the agenda we approved this morning would be needed and a new agenda approved. After we hear the presentation, a motion could be made to table or a motion to approve dues.

A motion was made by Heather Pembroke and seconded by Phil Ansley to take a 10 minute break. On a voice vote, the motion passed. Break began at 2:35.

The meeting resumed at 2:50 p.m.

During the break, Margaret Crowley discussed the issue with the Parliamentarian and Legal Counsel. According to Roberts Rules, the motion to table is appropriate since Margaret Crowley announced the agenda item and needs a two thirds vote to pass.

A vote was taken on the motion to table the dues presentation agenda item. The vote was 47 in favor and 9 not in favor. This was a two thirds majority. The motion passed. The dues presentation will be included in the warn for the special Annual Meeting.

Point of Order - Retirees are not to vote and it appears there was a hand up during the last vote. One vote would not change the vote, so it was decided to move on.

Bylaw Changes

A motion was made by Bob Stone and seconded by Morgan Ouellette to adjourn.

Point of Order - Under Roberts Rules, if a motion to adjourn, to cut off all debate, was made and defeated, and if nothing has changed since then, there should not be another vote on a motion to adjourn. Terry Macaig disagreed and said a motion to adjourn is accepted at any time.

Vote taken on adjournment; 18 in favor and 42 not in favor. The motion to adjourn did not pass.

A motion was made by Kay Hopper to have the body vote on joining the AFL-CIO after knowing the cost. Kay Hopper also made a motion to pass dues that any one making less than a livable wage would pay no dues. These motions were deemed out of order and should be taken up in New Business.

Point of Order - Peggy Bosley - Questioned bringing this up in New Business when we tabled that discussion already.

Margaret Crowley presented the proposed bylaw changes. Margaret is the chair of the Bylaws Committee. Changes can be made by membership, the Committee reviews and recommends or does not recommend the change to the BOT to review, the BOT recommends or does not recommend the change to Council, Council then reviews and recommends or does not recommend the change to the general membership at Annual Meeting.

2023-F Member Vote on Budget and Dues.

A motion was made by John Howe and seconded by Jackie Hickerson to adopt the bylaw with changes as presented. This moves us to a better member driven organization; anyone can vote.

A motion was made by Beth Aiken and seconded by Christine Russell to amend the language in Section 2 and Section 3 to read:

“Sec 2: The annual budget shall be set by majority vote of the members by electronic or mail ballot by August 1. Should the members fail or refuse to approve such budget, then the budget will be presented to any annual meeting *or special meeting* duly warned for that purpose. At that meeting, members present and voting may, by majority vote, set the annual budget. Should the members at the annual meeting *or special meeting* fail to approve a budget, the VSEA will continue to operate at budget levels as set for the most recent year in which the budget was approved.

Sec 3: Any change in the VSEA membership fees and the effective date of such changes shall be made by majority vote of the members by electronic or mail ballot by August 1. Should the members fail or refuse to approve by electronic or mail ballot membership fees sufficient to fund an approved budget, then the proposed membership fees will be presented to any annual meeting *or special meeting* duly warned for that purpose. At that meeting, members present and voting may, by majority vote, set the membership fees. Should the members at the annual meeting *or special meeting* fail to approve membership fees sufficient to fund the budget, the VSEA will continue to operate at budget levels as set for the most recent year in which the budget was approved.”

Discussion:

Kay Hopper asked if the amendment would come into play for upcoming budget and dues this year. Al Gordon, Legal counsel, said bylaw changes takes effect immediately, but if the amendment passes with a special meeting, it would allow to move forward this year.

Cassandra Edson - Questioned how the motion and bylaw work together. If the bylaw goes into effect today, and the body has failed to make a decision by August 1, would that be 2024. Al Gordon said the dates are in the past. The August 1 date does not matter. The bylaw requires if members fail to pass a budget by August 1, it would come to annual meeting or special meeting.

The amendment would allow for the special meeting that we just decided we want. Al Gordon suggested we move the amendment; bylaws always take precedence.

Kay Hopper - Asked for someone to clarify the language. Margaret Crowley said Al Gordon is telling us the language is clear and it will take care of the special meeting for the budget that we all just voted on.

Mercedes Pinon made a motion to call the question; Kristina Sweet seconded. Vote taken, 50 in favor and 1 not in favor. Motion to call the question passed.

Vote taken on the motion to amend Section 2 and 3 by adding “or special meeting”; 49 in favor, 0 not in favor. Motion to amend Section 2 and 3 as stated above passed.

Discussion on the original motion to approve the bylaw with the amendment as passed above.

Brian Hasselback - Spoke against the motion to modify the bylaw. We are a member driven union and this requires members to show up and be involved. Annual meeting is the biggest tool for getting members. If we do budget via mail or electronic ballot, it will lower participation and having debate on budget is important.

Cassandra Edson - Agreed with Brian. There has been valuable discussion that would not happen via electronic process also no way to table anything.

Kristina Sweet - Opposed to the motion because democracy is about more than folks making a binary choice. This is a process that allows us to be engaged and make an informed choice.

Kay Hopper - Spoke in support because a very few people overturned the budget that was voted on at annual meeting last year. Would like to have more participation; it does not have to be binary.

Maureen Lynch - Spoke in support of the motion. If picking from an equity lens, today’s participation is probably not an accurate representation of the membership. If we want a democracy we need a democracy.

Michele Thompson - Supports this motion that allows more people to be engaged with the process.

Dylan Frazer - It is important to bring in more people in the vote and one way would be to have an electronic option. Also concerned that votes would be made in a vacuum without all of what we learned today. Dylan proposed a motion to amend the proposed amended bylaw by adding to the first sentence in Section 2 “*Following a budget presentation and a question, answer, and comment session with membership*, the annual budget shall be set by majority vote of the members by electronic or mail ballot by August 1”. The motion to amend the amended bylaw was seconded by Jackie Hickerson.

Leslie Matthews proposed an amendment to amendment to the bylaw to be more specific on who is making the presentation. In the first sentence of Section 2 - “Following a budget presentation by the Treasurer and the Chair of the Dues Committee or their delegate and a question, answer, and comment session with membership, the annual budget shall be set by majority vote of the members by electronic or mail ballot by August 1”. Mary Pickener seconded the motion to amend the amended bylaw.

Point of Order - Does Robert’s Rules of Order prevent an amendment to an amendment? It was determined there may be one amendment to an amendment. To be as clear as possible, Leslie Matthews reworded her amendment to read “Following a budget presentation made by the Treasurer and a dues presentation by the Chair of the Dues Committee, or their delegate, and a question, answer, and comment session with membership, the annual budget shall be set by majority vote of the members by electronic or mail ballot by August 1”.

Jackie Hickerson - Spoke in favor of the amendment for two reasons - access to voting for a good democratic process and access to information to allow for informed voting.

Eric Davis - Spelling out what the process would look like is in line with what the BOT had in mind for a budget presentation.

Brad Dunsmore made a motion calling the question; Shawn McCuen seconded. A vote was taken, 52 in favor and 3 not favor of calling the question. The motion calling the question passed.

Dylan Frazer - Spoke in support of the amendment of the amendment.

Cassandra Edson - How will the process work? At the Q&A session, will motions be made, who creates what will be voted on, how does that come out of the Q&A session? Something is missing in the process and Cassandra feels we should start over again.

Margaret Crowley - This could be a specially warned meeting, so it would be a matter of members reaching out to their BOT representatives and Council members to ask what the process looks like. Bylaws cannot cover process.

A vote was taken on the motion to amend the amendment as outlined above. 44 in favor and 3 not in favor of the amended amendment in Section 2 first sentence read “Following a budget presentation made by the Treasurer and a dues presentation by the Chair of the Dues Committee, or their delegate, and a question, answer, and comment session with membership, the annual budget shall be set by majority vote of the members by electronic or mail ballot by August 1”.

Discussion on the motion on the amended amendment:

“Sec 2: Following a budget presentation made by the Treasurer and a dues presentation by the Chair of the Dues Committee, or their delegate, and a question, answer, and comment session with membership, the annual budget shall be set by majority vote of the members by electronic or mail ballot by August 1. Should the members fail or refuse to approve such budget, then the budget will be presented to any annual meeting *or special meeting* duly warned for that purpose.

At that meeting, members present and voting may, by majority vote, set the annual budget. Should the members at the annual meeting *or special meeting* fail to approve a budget, the VSEA will continue to operate at budget levels as set for the most recent year in which the budget was approved.

Sec 3: Any change in the VSEA membership fees and the effective date of such changes shall be made by majority vote of the members by electronic or mail ballot by August 1. Should the members fail or refuse to approve by electronic or mail ballot membership fees sufficient to fund an approved budget, then the proposed membership fees will be presented to any annual meeting *or special meeting* duly warned for that purpose. At that meeting, members present and voting may, by majority vote, set the membership fees. Should the members at the annual meeting *or special meeting* fail to approve membership fees sufficient to fund the budget, the VSEA will continue to operate at budget levels as set for the most recent year in which the budget was approved.”

Joel Hawthorne - Spoke against the proposed bylaw change, as amended, as it is tearing away the fabric of annual meetings to move to all electronics. What if there are multiple options, will members read everything.

Kay Hopper made a motion to call the question; Shawn McCuen seconded. Vote taken on the motion to call the question, 46 in favor and 2 not in favor. The motion to call the question passed.

Cassandra Edson- Feels this will be bad if it passes. Regardless of any Q&A session, someone has to put together the questions that go to vote. No connection with the amendment between the discussion we are having today and what is put out to vote. This makes things less democratic

Mercedes Pinon - This bylaw change is very difficult and confusing. Mercedes opposes this because of what Cassandra has said. We have to evaluate pros and cons; cons are higher. We would lose all opportunity for discussion. Mercedes feels many do not care and will not inform themselves before voting. The benefit is not as high as we think it might be.

Point of Information - Dan Gwozdz - A Zoom option is not always available and was only available today because the AFL-CIO delegates not being here. Eric Davis clarified that the Zoom option was not going to be available because the Owl was broken. It was fixed in time so the ZOOM was allowed.

Point of Order - Kristina Sweet - Are we voting on the amendment? Margaret Crowley explained hands were up when the question was called and those members were allowed to speak.

Eric Davis - Has concerns this will take away from annual meeting but this would offer an additional opportunity for members to engage in the budget. We do need to have a way to discuss the budget.

A vote was taken on the amended amendment; 46 in favor and 2 not in favor. The motion to approve the amended amendment passed.

Discussion on the amended bylaw changes.

Cassandra Edson - Is a vote at annual meeting passed by two thirds vote or majority? What about by mail? It was clarified that a vote at annual meeting must pass by two thirds vote and a vote by mail is a majority of those voting.

Brad Dunsmore made a motion to call the question, seconded by Kent Hedberg. Vote taken on calling the question - 49 in favor and 2 not in favor of calling the question. The motion to call the question passed.

Timothy Bullen - This has not been worked out well enough to be brought forward to members so we should vote this bylaw change down.

Shawn McCuen - This is really an information thing. No way all 6000 members could come to a meeting, no way. Shawn said he could see members feeling they did not have any input in this and may drop out from the Union if they do not have a say on what is going on.

A vote was taken on the proposed bylaw change as amended - 22 in favor and 27 not in favor of the bylaw change as amended. Since this was not a two thirds vote, the motion failed and the bylaw change did not pass.

2023-A Approval of Legislative Priorities

A motion to accept and approve the amendment to Bylaw 2023-A and to Bylaw 2023-C together was made by Brian Hasselback. Al Gordon ruled this motion to be out of order.

A motion to accept and approve the amendment to Bylaw 2023-A Approval of Legislative Priorities was made by Brian Hasselback and seconded by Christine Russell.

Clarification - Jackie Hickerson pointed out this gives Council authority to override the BOT by a 2/3 vote. Margaret Crowley said this is just clarification of the process and Al Gordon said it is just putting on paper what is already being done.

A motion was made by Brad Herring calling the question; seconded by Kent Hedberg. A vote was taken on calling the question; those in favor outweighed those not in favor and the motion to call the question passed.

Leslie Matthews - There is a contradiction in the bylaws that this clarifies.

Point of Order - Cassandra Edson - If Council overrides the Legislative agenda approved by the BOT, what happens next? Margaret Crowley said it would go back to the BOT.

A vote was taken on the motion to approve Bylaw 2023-A Approval of Legislative Priorities as presented - 46 in favor, 2 not in favor of approving the bylaw as presented. The motion to approve Bylaw 2023-A Approval of Legislative Priorities passed.

2023-C Addition to State Deputy Sheriffs Unit

A motion to accept the amended bylaw as presented was made by John Howe and seconded by Jackie Hickerson.

A motion to call the question was made by Kent Hedberg and seconded by Marcella Giammanco. A vote was taken on calling the question, 42 in favor and 0 not in favor of calling the question. The motion to call the question passed.

A vote was taken on the motion to accept the amended bylaw as presented. The motion passed with no further discussion.

A motion to adjourn was made by Peggy Bosley and seconded by Shawn McCuen. A vote was taken on the motion to adjourn - 16 in favor and 27 not in favor of adjourning. The motion to adjourn did not pass.

VSEA Labor Training

President Towne was to present this and since she was not in attendance, the training was not presented.

VSEA Unit Report Out

A motion was made by Maureen Lynch amending the agenda to omit the Unit Report Out. Jackie Hickerson seconded the motion and made a motion to amend the agenda eliminating Old Business as well and moving to New Business.

Point of Order - Are we able to amend the agenda after we accepted it? Margaret Crowley suggested using "table" instead of "amend".

Maureen Lynch made the motion to table all remaining agenda items except for Old Business and New Business. Tom Randall made the second. Jackie Hickerson made a motion to amend the amendment to also table Old Business.

Point of Order - Are we able to amend the amendment to table? Terry Macaig said no.

A vote was taken on the motion to table all remaining agenda items except for Old Business and New Business - 32 in favor and 2 not in favor. The motion passed.

Old Business

No old business was brought before the body.

New Business

A motion was made by John Howe and seconded by Jackie Hickerson to invalidate the joining of Vermont AFL-CIO because it was done in contradiction to our Bylaw #14 Section 1. John Howe read that section. It is very clear; the members decide what our bylaws mean. It is not up to Council, it is membership.

Discussion:

Joe Hawthorne - There is still confusion amongst membership on the AFL-CIO. Council got an explanation and Legal Counsel and the Parliamentarian addressed concerns and stated this was legal.

Jackie Hickerson - Bylaws are an agreement between members and VSEA. We cannot rely on a personal agenda and a personal interpretation. We do not need a legal interpretation because the bylaw is clear. Why was this done in executive session?

Michelle Salvador - Bylaws talk about any affiliation with a national or regional affiliation. The bylaws are the agreement of the membership on how we want to operate our union. This should not have been a secretive decision and should have been brought to membership. Not saying if this is good or bad decision but it is our decision.

Parliamentarian Commentary - Terry Macaig cannot address the process. The Articles of Association and Bylaws mention that Council is the guiding body and can override a decision by a two thirds vote. Council did not take action yesterday to override the decision by the BOT. It is very specific that they are the only body to override. A motion now to contradict that would not be in order but would be adversary and non-binding.

Point of Order - Leslie Matthews tried to get an advisory motion yesterday and she was not allowed to make that motion by the Parliamentarian. Margaret Crowley will check the minutes from yesterday to see if that did take place. Leslie said her motion was to override the decision made by BOT. Margaret did not recollect a motion to override the BOT decision.

Clarification - Maureen O'Day said she remembers that Leslie Matthews did try to make a motion and was told it would have to take place in New Business. The meeting was adjourned before New Business.

Point of Order - Mercedes Pinon said she attended the Council meeting via Zoom and the sound was awful. Technical issues are a barrier to the Zoom option.

Dylan Frazer - Was also on the Zoom call and it was hard to hear. Very interesting information was read from the Bylaw and changes how he feels about this decision. No one stated yesterday that the Council could override the decision. He would like the AFL-CIO to work out for us but feels it should have been done through a better process. Undoing this now could affect our affiliation.

Cassandra Edson - We got a legal opinion given to the BOT that the BOT could take action despite the Bylaw John Howe read us. What is the legal opinion on what membership's position would be to contradict a BOT decision; what is the legal process? Al Gordon said the process is outlined in the Articles and Bylaws. He gave the decision to the BOT. The Bylaws and Articles establish the ways to challenge a BOT decision. Affiliations would be brought to Council. The Bylaw spell out action to take if membership feels the BOT is making decisions the membership does not agree with. Cassandra - Today we can make an advisory vote, but we can call a special

meeting and we can overturn a BOT action? Al Gordon said a certain percentage may require the Clerk to call a special meeting of the members to take action. This is in Bylaw 12 Section 4. Margaret Crowley said a special meeting can be called and warned for the membership to address this.

Heather Pembroke - Is on the BOT for Supervisory. She cannot violate Executive Session discussions but said she doesn't agree with the way the article was interpreted. Heather feels the legal interpretation is valid but would have preferred the common sense approach.

Jackie Hickerson - There was precedence set, at an annual meeting when the BOT had thrown out an election, membership challenged that, a vote was taken, and the election allowed.

Eric Davis - Attended Council in person. He does recall the discussion referenced but at the time he did not feel the motion was to challenge the BOT vote. It was not his understanding that was what Leslie Matthews was addressing. The broader point is the BOT did take a vote after discussing this in Executive Session for months. The vote was taken in public. The organization of AFL-CIO is made up of affiliates. We did not join the affiliates in order to join the AFL-CIO. Eric supported this decision, there are a lot of benefits to this relationship, it protects our union, allows us to grow stronger, offers tech resources, and Eric said he hopes we can work together to see what this relationship looks like.

Mercedes Pinon - The point is not what was done but how it was done. This is a big issue, not to say we do not want it. If it was done correctly, we would appreciate those benefits but most of the body feels this was done behind our backs. It might be beneficial but we need to know and understand it before the body makes a decision.

Kay Hopper - She was at Council and agreed the audio was bad. She does support Leslie Matthews' discussions on the issue. We should be having a special meeting to discuss pros and cons on the AFL_CIO. She feels attempt was there but it was shot down.

Brian Hasselback - He was at Council and was hoping that when Council voted to confirm and seat the delegates, that was a move towards us coming back together to reach solidarity. Brian heard the interpretation of Bylaw 14 and heard that Council had been given a different interpretation. It would be helpful to hear from Council how they interpret this now. He would like to understand that interpretation that decided we could do this.

Al Gordon - The Bylaw reads that a membership is required to join a regional or national affiliate. In determining that affiliation, there are areas to look at. Affiliation is used several times in the Bylaws; affiliation and affiliate are not the same thing. To join an affiliate needs a membership vote. Affiliation has two different meanings in the Bylaws. When the Bylaw was passed, what was the reason for the Bylaw? Al Gordon spoke to people about those Bylaws, and the movement to join another affiliation, and the Bylaw was written to prevent joining another affiliate. Affiliate is used to reference a union. AFL-CIO is not an affiliate; they are not a labor organization. Al Gordon's decision is that AFL-CIO is not a labor organization but is an affiliation.

Leona Watt - Is at Jay Peak now at the AFL-CIO Vermont meeting as one of our delegates. She has been a union member for 19 years. There are some people who have a very interesting interpretation during the meeting, and the reason they are against the AFL-CIO makes her sad. Literally, they are angry about us joining because they wanted another union to come in and take part in bargaining of VSEA; they wanted another union to raid our union.

Point of Order - Cassandra Edson - If rules don't already disallow it, we should refrain from speculating about other members. It does not feel good. To point at another member to say they are not getting their own way does not feel good.

Point of Order - Bob Stone - This is not a point of order it is a speech.

Point of Order - Bob Stone - Is there is a quorum at this time? It was determined that 117 members were registered and there needs to be one third of that to make a quorum. Voting members in attendance now are 28 in the room and 13 on Zoom so there is quorum.

Tom Randall- Determined that an advisory motion to the BOT would not overturn the decision since that would go to Council. Tom made an amendment to the motion on the floor to invalidate the joining of VT AFL-CIO because it was done in contradiction to our Bylaw #14 Section 1 by making an advisory motion to the Council and ask that this be added to the warn for the special meeting to be called for the budget and dues. Dylan Frazer seconded that motion.

John Howe agreed with the amendment; he is all about due process. This decision did not follow the process and this motion moves us back to following process.

Dan Gwozdz asked for a recount for quorum since folks were dropping off the Zoom. A count was taken; 37 voting members were still in attendance and there was no longer a quorum.

Adjournment

The meeting was adjourned at 5:07 p.m. due to lack of quorum.

Respectfully Submitted,

Ellen Hinman
Acting Clerk