

**MANSFIELD DOWNTOWN PARTNERSHIP  
NOMINATING COMMITTEE  
SPECIAL MEETING  
Thursday, March 6, 2014**

**Mansfield Town Hall  
Town Council Chambers**

**2:00 PM**

**MINUTES**

Present: Chair Philip Lodewick, Steve Bacon, Honey Birkenruth, Betsy Paterson, Steve Rogers

Staff: Cynthia van Zelm; John Zaccaro

**1. Call to Order**

Philip Lodewick called the meeting to order at 2:10 pm.

**2. Approval of Minutes from March 7, 2013**

Betsy Paterson made a motion to approve the minutes of March 7, 2013. The motion was seconded by Honey Birkenruth. The minutes were approved unanimously.

**3. Review of Bylaws**

Cynthia van Zelm and Partnership attorney John Zaccaro reviewed proposed changes to the Partnership Bylaws to be recommended to the Board of Directors and voted on by the Partnership membership at the Annual Meeting.

Ms. van Zelm said the Membership Development Committee has recommended a change in individual membership dues from \$15 to \$20.

The Committee reviewed and recommended the following changes:

- Change in address to new office location at 23 Royce Circle
- Change to the Contracts section to add language that no Director or officer will have an interest in any contract related to the responsibilities or operations of the Partnership unless the provisions of the Partnership's Conflict of Interest Policy or Town's Code of Ethics have been met

The Committee is recommending that the Partnership's Articles of Incorporation be changed by the membership to be consistent with the Bylaws regarding the

approval process for a change in membership dues. The Bylaws call for a majority vote whereas the Articles of Incorporation call for a two-thirds vote.

The full membership will be presented with changes to the Articles of Incorporation, changes to Bylaws, and a vote on changes to the membership dues, in that order.

#### **4. Discussion of New Board Members**

The Committee discussed potential new Board members to fill Ted Yungclas' position as he will not be seeking re-election.

Steve Bacon will ask the Mansfield Business and Professional Association to put his name in for reappointment.

Ms. van Zelm said that Tom Callahan has been reappointed by the University of Connecticut to serve another three year term as a University representative.

Ms. van Zelm said that Matt Hart will ask to be reappointed by the Town Council as a Town representative.

#### **5. Discussion of Annual Meeting**

Honey Birkenruth asked if Linda Painter might do an update on Mansfield Tomorrow at the Annual Meeting. Ms. van Zelm will check with Ms. Painter.

#### **6. Adjourn**

Betsy Paterson made a motion to adjourn. Mr. Bacon seconded the motion. The motion was approved and the meeting adjourned at 3:10 pm.

*Minutes taken by Cynthia van Zelm*