

# Senate Calendar

THURSDAY, APRIL 10, 2025

SENATE CONVENES AT: 1:00 P.M.

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**ACTION CALENDAR**

**NEW BUSINESS**

**Second Reading**

**Favorable with Proposal of Amendment**

**H. 243.**

An act relating to the regulation of business organizations.

**Reported favorably with recommendation of proposal of amendment by Senator Mattos for the Committee on Finance.**

The Committee recommends that the Senate propose to the House to amend the bill as follows:

First: In Sec. 4, 11 V.S.A. chapter 15, in section 1656, by striking out the section heading in its entirety and inserting in lieu thereof a new section heading to read as follows:

§ 1656. SERVICE OF PROCESS; SECRETARY OF STATE AS AGENT

Second: By adding a new section to be Sec. 4a to read as follows:

Sec. 4a. 11 V.S.A. chapter 15, subchapter 2 is amended to read:

Subchapter 2. Administrative Authority

\* \* \*

§ 1657. CERTIFICATE OF GOOD STANDING

Upon request of any person and payment of the applicable fee, the Secretary of State shall issue a certificate of good standing for a business organization that is authorized to do business in this State, and that is currently active and in good standing as of the date the certificate is issued, as reflected in the records of the Secretary.

Third: By adding a new section to be Sec. 7a to read as follows:

Sec. 7a. 11 V.S.A. § 4028 is amended to read:

§ 4028. CERTIFICATE OF EXISTENCE OR AUTHORIZATION  
CERTIFICATE OF GOOD STANDING

~~(a) A person may request the Secretary of State to furnish a certificate of existence for a limited liability company or a certificate of authorization for a foreign limited liability company.~~

~~(b) A certificate of existence for a limited liability company shall set forth:~~

~~(1) the company's name;~~

~~(2) that it is duly organized under the laws of this State and the date of organization; and~~

~~(3) that articles of termination have not been filed.~~

~~(c) A certificate of authorization for a foreign limited liability company shall set forth:~~

~~(1) the company's name used in this State;~~

~~(2) that it is authorized to transact business in this State; and~~

~~(3) that a certificate of cancellation has not been filed.~~

~~(d) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the Secretary of State may be relied upon as conclusive evidence that the domestic or foreign limited liability company is in existence or is authorized to transact business in this State. A person may request the Secretary of State to issue a certificate of good standing for a domestic or foreign limited liability company pursuant to section 1657 of this title.~~

Fourth: By adding a new section to be Sec. 8a to read as follows:

Sec. 8a. 11A V.S.A. § 1.28 is amended to read:

#### § 1.28. CERTIFICATE OF GOOD STANDING

~~(a) Anyone may apply to the Secretary of State to furnish a certificate of good standing for a domestic corporation or a certificate of authorization for a foreign corporation.~~

~~(b) A certificate of good standing or authorization sets forth:~~

~~(1) the domestic corporation's corporate name or the foreign corporation's corporate name used in this State;~~

~~(2) that:~~

~~(A) the domestic corporation is duly incorporated under the law of this state, the date of its incorporation, and the period of its duration if less than perpetual; or~~

~~(B) the foreign corporation is authorized to transact business in this State;~~

~~(3) that all fees and penalties owed to this state under section 1.22 of this title have been paid if:~~

~~(A) payment is reflected in the records of the Secretary of State; and~~  
~~(B) nonpayment affects the existence or authorization of the domestic or foreign corporations;~~

~~(4) that its most recent annual report required by section 16.22 of this title has been delivered to the Secretary of State;~~

~~(5) that articles of dissolution have not been filed; and~~

~~(6) other facts of records in the office of the Secretary of State that may be requested by the applicant.~~

~~(c) Subject to any qualification stated in the certificate, a certificate of good standing or authorization issued by the Secretary of State may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in this State A person may request the Secretary of State to issue a certificate of good standing for a domestic or foreign corporation pursuant to 11 V.S.A. § 1657.~~

Fifth: By adding a new section to be Sec. 15a to read as follows:

Sec. 15a. 11B V.S.A. § 1.28 is amended to read:

#### § 1.28. CERTIFICATE OF GOOD STANDING

~~(a) Any person may apply to the Secretary of State to furnish a certificate of good standing for a domestic or foreign corporation.~~

~~(b) The certificate of good standing sets forth:~~

~~(1) the domestic corporation's corporate name or the foreign corporation's corporate name used in this State;~~

~~(2) that:~~

~~(A) the domestic corporation is duly incorporated under the law of this State, the date of its incorporation, and the period of its duration if less than perpetual; or~~

~~(B) the foreign corporation is authorized to transact business in this State;~~

~~(3) that all fees and penalties owed to this State under section 1.22 of this title have been paid if:~~

~~(A) payment is reflected in the records of the Secretary of State; and~~

~~(B) nonpayment affects the good standing of the domestic or foreign corporation;~~

~~(4) that its most recent biennial report required by section 16.22 of this title has been delivered to the Secretary of State; and~~

~~(5) that articles of dissolution have not been filed.~~

~~(e) Subject to any qualification stated in the certificate, a certificate of good standing issued by the Secretary of State may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in this State.~~

~~(d) Subject to any qualification stated in the certificate, a certificate of good standing issued by the Secretary of State may be taken as prima facie evidence of the facts stated therein. A person may request the Secretary of State to issue a certificate of good standing for a domestic or foreign corporation pursuant to 11 V.S.A. § 1657.~~

Sixth: In Sec. 23, 11C V.S.A. chapter 2, by striking out section 206 in its entirety and inserting in lieu thereof a new section 206 to read as follows:

**§ 206. CERTIFICATE OF GOOD STANDING OR AUTHORIZATION**

~~(a) The Secretary of State, upon request and payment of the required fee, shall furnish any person that requests it a certificate of good standing for a mutual benefit enterprise if the records filed in the Office of the Secretary of State show that the Secretary of State has filed the enterprise's articles of organization, that the enterprise is in good standing, and that the Secretary of State has not filed a statement of termination.~~

~~(b) The Secretary of State, upon request and payment of the required fee, shall furnish to any person that requests it a certificate of authority for a foreign enterprise if the records filed in the Office of the Secretary of State show that the Secretary of State has filed the foreign enterprise's certificate of authority, has not revoked nor has reason to revoke the certificate of authority, and has not filed a notice of cancellation.~~

~~(c) Subject to any exceptions stated in the certificate, a certificate of good standing or authority issued by the Secretary of State establishes conclusively that the mutual benefit enterprise or foreign enterprise is in good standing or is authorized to transact business in this State. A person may request the Secretary of State to issue a certificate of good standing for a domestic or foreign enterprise pursuant to 11 V.S.A. § 1657.~~

Seventh: In Sec. 27, business services and business organizations; study, by striking out subsection (b) in its entirety and inserting in lieu thereof a new subsection (b) to read as follows:

(b) Reporting. The Secretary of State shall, based on the task set forth in subsection (a) of this section, submit to the House Committee on Commerce and Economic Development, the House Committee on Ways and Means, the Senate Committee on Economic Development, Housing and General Affairs, and the Senate Committee on Finance an interim report on or before November 15, 2025 and a final report on or before December 1, 2026 including its findings and any proposed legislation for the General Assembly's consideration. The interim report shall provide the General Assembly with any recommended actions to pursue in the 2026 legislative session.

(Committee vote: 7-0-0)

(For House amendments, see House Journal of March 19, 2025, page 458-590)

### **House Proposal of Amendment**

#### **S. 9.**

An act relating to after-hours access to orders against sexual assault.

The House proposes to the Senate to amend the bill by striking out all after the enacting clause and inserting in lieu thereof the following:

Sec. 1. 12 V.S.A. § 5134 is amended to read:

§ 5134. EMERGENCY RELIEF

(a) In accordance with the Vermont Rules of Civil Procedure, a person other than a family or household member as defined in 15 V.S.A. § 1101(2) may file a complaint for a temporary order against stalking or sexual assault. ~~Such complaint~~ Stalking complaints shall be filed during regular court hours. The plaintiff shall submit an affidavit in support of the order. The court may issue a temporary order under this chapter ex parte, without notice to the defendant, upon motion and findings by the court that the defendant has stalked or sexually assaulted the plaintiff. The court may order the defendant to stay away from the plaintiff or the plaintiff's children, or both, and may make any other such order it deems necessary to protect the plaintiff or the plaintiff's children, or both.

\* \* \*

Sec. 2. 12 V.S.A. § 5135(b) is amended to read:

(b) A defendant who attends a hearing held under section 5133 or 5134 of this title at which a temporary or final order under this chapter is issued and who receives notice from the court on the record that the order has been issued shall be deemed to have been served. A defendant notified by the court on the

record shall be required to adhere immediately to the provisions of the order. ~~However, even when the court has previously notified the defendant of the order, the court shall transmit the order for additional service by a law enforcement agency. The clerk shall mail a copy of the order to the defendant at the defendant's last known address.~~

Sec. 3. 12 V.S.A. § 5136(b) is amended to read:

(b)(1) The Court Administrator is authorized to contract with public or private agencies to assist plaintiffs to seek relief and to gain access to Superior Court. Law enforcement agencies shall assist in carrying out the intent of this section.

(2) The Court Administrator shall establish procedures to ensure access to orders against sexual assault after regular court hours or on weekends and holidays in accordance with subdivisions (A)–(D) of this subdivision.

(A) The court shall designate an authorized person to receive requests for ex parte emergency relief orders against sexual assault submitted after regular court hours pursuant to section 5134 of this title, including requests made by reliable electronic means according to the procedures in this subdivision (2).

(B) If a secure setting is not available for processing an ex parte emergency relief order against sexual assault submitted after regular court hours, or if the authorized person determines that electronic submission is appropriate under the circumstances, the authorized person shall inform the applicant that a complaint and affidavit may be submitted electronically.

(C) The affidavit shall be sworn to or affirmed by administration of the oath over the telephone to the applicant by the authorized person and shall conclude with the following statement: “I declare under the penalty of perjury pursuant to the laws of the State of Vermont that the foregoing is true and accurate. I understand that making false statements is a crime subject to a term of imprisonment or a fine, or both, as provided by 13 V.S.A. § 2904.” The authorized person shall note on the affidavit the date and time that the oath was administered.

(D) The authorized person shall communicate the contents of the complaint and affidavit to a judicial officer telephonically or by reliable electronic means. The judicial officer shall decide whether to grant or deny the complaint and issue the order solely on the basis of the contents of the affidavit or affidavits provided. The judicial officer shall communicate the decision to the authorized person, who shall communicate it to the applicant.



If the order is issued, it shall be delivered to the appropriate law enforcement agency for service and to the holding station.

Sec. 4. EFFECTIVE DATE

This act shall take effect on September 1, 2025.

**NOTICE CALENDAR**

**Second Reading**

**Favorable**

**H. 398.**

An act relating to the Vermont Economic Development Authority.

**Reported favorably by Senator Chittenden for the Committee on Finance.**

(Committee vote: 7-0-0)

(For House amendments, see House Journal of March 20, 2025 pages 623-642)

**Favorable with Proposal of Amendment**

**H. 259.**

An act relating to preventing workplace violence in hospitals.

**Reported favorably with recommendation of proposal of amendment by Senator Cummings for the Committee on Health and Welfare.**

The Committee recommends that the Senate propose to the House to amend the bill in Sec. 1, 18 V.S.A. § 1911b, in subdivision (a)(4)(A) by striking out “time” and inserting in lieu thereof “times”

(Committee vote: 5-0-0)

(For House amendments, see House Journal of March 18, 2025, pages 448-452)

**CONCURRENT RESOLUTIONS FOR NOTICE**

**Concurrent Resolutions For Notice Under Joint Rule 16**

The following joint concurrent resolutions have been introduced for approval by the Senate and House. They will be adopted by the Senate unless a Senator requests floor consideration before the end of the session of the next legislative day. Requests for floor consideration should be communicated to the Secretary’s Office.

**H.C.R. 81-94** (For text of Resolutions, see Addendum to House Calendar of April 10, 2025)

### **CONFIRMATIONS**

The following appointments will be considered by the Senate, as a group, under suspension of the Rules, as moved by the President *pro tempore*, for confirmation together and without debate, by consent thereby given by the Senate. However, upon request of any senator, any appointment may be singled out and acted upon separately by the Senate, with consideration given to the report of the Committee to which the appointment was referred, and with full debate; and further, all appointments for the positions of Secretaries of Agencies, Commissioners of Departments, Judges, Magistrates, and members of the Public Utility Commission, underlined below, shall be fully and separately acted upon.

Beth Fastiggi of Burlington - Commissioner of Human Resources - By Senator Clarkson for the Committee on Government Operations (April 2, 2025)

Wanda Minoli of Montpelier - Commissioner of Building and General Services for a term from and including October 24, 2024 to and including February 28, 2025 - By Senator Harrison for the Committee on Institutions (April 2, 2025)

Wanda Minoli of Montpelier - Commissioner of Building and General Services for a term from and including March 1, 2025 to and including February 28, 2027 - By Senator Harrison for the Committee on Institutions (April 2, 2025)

Margaret Cheney of Norwich - Member of the Public Utilities Commission - By Senator Hardy for the Committee on Finance (April 9, 2025)

Peter Elwell of Brattleboro - Member of the Vermont Economic Development Authority - By Senator Beck for the Committee on Finance (April 10, 2025)

### **JFO NOTICE**

Grants and Positions that have been submitted to the Joint Fiscal Committee by the Administration, under 32 V.S.A. §5(b)(3):

**JFO #3246:** 125+ acre land donation valued at \$184,830.00 from Pieter Van Schaik of Cavendish, VT to the Agency of Natural Resources, Department of Forests, Parks and Recreation. The acreage will become part of the Lord State Forest.

*[Received March 24, 2025]*

## **FOR INFORMATION ONLY**

### **CROSSOVER DATES**

The Joint Rules Committee established the following crossover deadlines:

(1) All **Senate/House** bills must be reported out of the last committee of reference (including the Committees on Appropriations and Finance/Ways and Means, except as provided below in (2) and the exceptions listed below) on or before **Friday, March 14, 2025**, and filed with the Secretary/Clerk so they may be placed on the Calendar for Notice the next legislative day – Committee bills must be voted out of Committee by **Friday, March 14, 2025**.

(2) All **Senate/House** bills referred pursuant to Senate Rule 31 or House Rule 35(a) to the Committees on Appropriations and Finance/Ways and Means must be reported out by the last of those committees on or before **Friday, March 21, 2025**, and filed with the Secretary/Clerk so they may be placed on the Calendar for Notice the next legislative day.

Note: The Senate will not act on bills that do not meet these crossover deadlines, without the consent of the Senate Rules Committee.

**Exceptions to the foregoing deadlines include the major money bills (the General Appropriations bill (“The Big Bill”), the Transportation Capital bill, the Capital Construction bill, and the Fee/Revenue bills).**