



Matthew A. Bloomer, Esq.  
Shareholder

mbloomer@firmspf.com  
(802)660-2555

**MEMORANDUM**  
*Confidential Attorney-Client Communication*

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**TO:** Board of Aldermen of the City of Rutland  
Mayor Doenges  
Clerk Kapusta

**FROM:** Matthew A. Bloomer, Esq. *Matthew A. Bloomer*

**RE:** Vacancy in Office of the Mayor

**DATE:** January 30, 2026

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Our firm was asked yesterday to provide legal analysis regarding the vacancy that will occur in the office of mayor on February 27, 2026.

We have since reviewed the Rutland City Charter, state statutes and relevant caselaw. We have also consulted with the Vermont Secretary of State's Office. Based upon our review, it is our opinion that the City must hold an election for the office of mayor at its March 3, 2026 annual meeting.

For most municipalities, when there is a vacancy for a municipal elected office, the legislative body of the municipality appoints someone to fill the vacancy until an election is held by special meeting. 24 V.S.A. § 963. However, "when the charter of a municipality provides for procedures other than those established by law, the provisions of that charter shall prevail." 17 V.S.A. § 2631. Here the Rutland City Charter contains specific provisions dealing with a vacancy in the office of mayor due to resignation.

Specifically, the Charter provides that:

In case of a vacancy in the Office of Mayor occasioned by ...  
resignation, ... the President of the Board of Alderman shall act as  
Mayor until the next annual meeting, ... and at such next annual

meeting the legal voters of the City shall elect a Mayor from among their number to fill such vacancy.

Rutland City Charter § 9-9.4. (**emphasis added**)

This Charter language is unambiguous and provides that the voters must elect a mayor at the next annual meeting following the vacancy. Even though this process conflicts with 24 V.S.A. § 963, the Charter provision prevails. See *Town of Brattleboro v. Garfield*, 2006 VT 56, ¶ 12, 180 Vt. 90, 904 A.2d 1157 (explaining that where a municipal charter creates a separate and specific avenue for filling a vacancy, the general vacancy provisions in state statute do not apply.). Thus, because the annual meeting to be held on March 3, 2026 is the next annual meeting following the effective date of Mayor Doenges' resignation, the City must hold an election for the office of mayor on that date.

Furthermore, because it is our opinion that such an election is mandated by the Charter, it follows that neither the Board, nor the Mayor, nor the City Clerk have any discretion with respect to whether such election is included in the warning for the annual meeting. See Charter § 9-2.5(b) (requiring all warnings for meetings for the elections of City officers to specifically indicate the business to be transacted). We do not read the provisions of Charter § 9-2.2(a)-(c) as providing the ability to override the specific mandate of Charter § 9-9.4 discussed above.

The warnings for all meeting for the elections of City officers must be issued by the Mayor. Charter § 9-2.5(a). This year, the deadline to publish the warning is Sunday, February 1, 2026. Accordingly, the Mayor must act promptly, in conjunction with the City Clerk, to issue and publish the annual meeting warning (with the inclusion of the election for the office of mayor) by the upcoming deadline.

With respect to the ballot, Charter § 9-2.10 explicitly requires nomination papers to be filed with the City Clerk no later than 5:00 p.m. on the sixth Monday preceding the day of the election, in order to have a candidate's name printed on the City's official ballot. Because that day passed without filings, there is no authority now for the inclusion of candidate names on the ballot. Therefore, City voters must elect a mayor through write-in votes.

Finally, while it may not be technically necessary, it would be prudent for the Board to formally vote, at its February 2, 2026 meeting, to accept Mayor Doenges' resignation with the effective date of February 27, 2026. Such agenda item should either be added to the agenda this weekend (and reposted) or, as the first order of business at the meeting, added to the agenda by Board vote.