

**SUNSHITES-PEARCE FIRE DISTRICT
GOVERNING BOARD
BY-LAWS/RULES OF PROCEDURE**

TABLE OF CONTENTS

BY-LAWS

Article I	Name	
Article II	Purpose	2
Article III	Powers	2
Article IV	Fire Chief	2
Article V	Board Members	3
Article VI	Officers	3
Article VII	Committees	3
Article VIII	Compensation of Board Members	4
Article IX	Departmental Regulations	4
Article X	Financial Policy	4
Article XI	Filling Board Vacancies	5
Article XII	Amendments	5
Article XIII	Severability	5
Article XIV	Use of Legal Counsel	5
Article XV	Conflict of Interest	5

RULES OF PROCEDURE

Rule 1	Board Meeting – Location	7
Rule 2	Board Meeting – Time	7
Rule 3	Conduct of Meetings	7
Rule 4	Quorum	8
Rule 5	Open Meeting Rules	8
Rule 6	Order of Business	14
Rule 7	Rules of Order	18
Rule 8	Suspension of Rules	18
Rule 9	Motions	18
Rule 10	Emails	18
Rule 11	Citizen Concerns and Suggestions	18

BY-LAWS

ARTICLE I – NAME

The name of the District is the Sunsites-Pearce Fire District.

ARTICLE II – PURPOSE

The purpose of Sunsites-Pearce Fire District shall be to provide fire and EMS protection to persons and property within and outside of the defined boundaries of the District, as determined by the Governing Board from time to time, and to participate in activities in furtherance thereof.

ARTICLE III – POWERS

The public business, property and affairs of Sunsites-Pearce Fire District shall be managed by the Governing Board of the District (the “Board”) which shall have and may exercise all powers of the District as provided by Arizona Law.

ARTICLE IV – FIRE CHIEF

The Board shall appoint a Fire Chief who shall be responsible for all fire fighting, EMS, operational and administrative activities. The Fire Chief shall hold that position at the pleasure of the Board and may be removed, with or without cause, unless a contract is entered into which qualifies said relationship. The position of Fire Chief and the other officers of the District shall be in accordance with the District Policies and Procedures, subject to the approval and modification, from time to time by the Board.

The Fire Chief will be responsible for the day to day operations of the District in continuity with the District’s policy, the hiring and management of personnel (including discipline), reporting and assisting the Board in the development of a District budget, obtaining quotes on purchases such as construction projects and vehicles, and reporting to the Board on a regular basis as to the activities of the District. The Fire Chief, or the Chief’s designee, shall attend all meetings of the Board, unless excused by the Chairperson. The Fire Chief, or the Chief’s designee, shall also present to the Board a Fire Chief’s Report, intended to update the Board on the current and future activities of the District. Other reports may also be made. In the event that the Fire Chief is unable to attend a Board meeting, the Fire Chief shall appoint another qualified officer or staff member to attend the meeting on behalf of the District.

ARTICLE V - BOARD MEMBERS

Members of the Board shall be those persons elected or appointed pursuant to Arizona law. Members of the Governing Board of the District shall serve a staggered four (4) year term. If a vacancy occurs on the Board, other than upon the expiration of a Board Member’s term, the remaining Members of the Board shall fill the vacancy by appointment pursuant to Arizona statutes.

In order to fill the vacancy with the most qualified person available until an election is held, the Board will distribute and publish a notice of the vacancy, the procedure, and any application form. The Board may draw up an application form which contains relevant information to answer set questions posed by the Board. The application forms may be used in conjunction with an interview of each candidate to aid the Board's selection of the new Board member.

ARTICLE VI - OFFICERS

Election of Officers

A. Members of the Governing Board of the District shall select a Chairperson from amongst their numbers. The Members of the Governing Board shall also select from amongst their numbers a Clerk of the Board. Selection of the Chairman and Clerk shall occur at the first meeting in the month immediately following the general election. In addition to the powers conferred upon the Chairperson and Clerk, that person shall continue to have all the rights, privileges, and immunities of a Member of the Board. If a vacancy occurs in the office of Chairperson or Clerk, the Members of the Board, at their next regular meeting, shall select a Chairperson or Clerk from amongst their numbers.

B. The Chairperson and the Clerk shall serve for a period of one (1) year, or until their successor is appointed at which time the Governing Board shall consider whether to appoint a new Chairperson and new Clerk.

Clerk of the Board

The Clerk of the Governing Board shall ultimately be responsible for maintaining the records of the Board, and may delegate to department staff the responsibility of keeping minutes or performing such other and further duties in the meeting as may be required by the board presiding officer.

ARTICLE VII - COMMITTEES

A. The Chairperson or the Governing Board may appoint members to Advisory Committees.

B. Advisory Committees may be created for a particular purpose. Committee members may be appointed by the Governing Board, or by the Chairperson, with the advice and consent of the Board, where appropriate. The Chairperson shall designate the chair of the committee. A Board member may be appointed as a member or liaison to an Advisory Committee. Advisory Committees shall sunset at the end of their mission.

All such Committees shall comply with the Open Meeting Laws of the State of Arizona. A Committee shall provide the Board with copies of any minutes taken of meetings and shall communicate to the Board the results of the deliberation of the Committee.

Any such communication shall be officially acknowledged by the Board and receipt noted in the minutes. The procedure for acknowledging such receipt shall be that the Fire

Chief or any Member of the Board may bring such communication to the Chairperson's attention under an appropriately agendized item (such as reports, correspondence or a Chief's reports, etc.). The Chairperson shall acknowledge the receipt of that communication on the record, and an appropriate notation shall be made in the minutes. Should any Member of the Board determine that any such communication needs to be responded to by the Board, the Chairperson shall add the matter to the agenda of a subsequent meeting.

ARTICLE VIII - COMPENSATION OF BOARD MEMBERS

Board Members shall not receive any compensation or salary for services as members of the Board. Members may be reimbursed for their actual expenses incurred in the performance of their official duties.

ARTICLE IX - DEPARTMENTAL REGULATIONS

The Board of the Fire District is responsible for the approval of District policies. The Fire Chief may issue and establish such SOP's, SAP's, SOG's and rules and regulations concerning fire operations and activities as the Chief may deem necessary, to include equipment operations, training standards, fire scene and EMS protocol, command structure, and duties of the personnel of the District, consistent with the policies of the District, Arizona law, or as otherwise directed by the Board.

ARTICLE X - FINANCIAL POLICY

A. Fiscal Year

The fiscal year of the District shall be the twelve (12) month period beginning on July 1 and ending June 30 of the following year.

B. Annual Budget

The Governing Board, with the assistance of the Fire Chief, shall, not later than August 1 of each year, prepare and submit to the County Board of Supervisors an Annual Budget for each fiscal year. The proposed Annual Budget shall be published in a newspaper of general circulation in the District and posted in three (3) public places at least twenty (20) days prior to a public hearing at a meeting called by the Board to adopt the Annual Budget. Copies of the proposed Annual Budget shall also be available to the public upon written request to the District. If the District maintains a publicly viewable website, the Annual Budget shall be posted on the website at least twenty (20) days before the public hearing. Following the public hearing, the Board shall adopt the Annual Budget at a public meeting. When the Annual Budget is adopted by the Board, it shall be final and shall serve as a guide to the District's financial activities and to limit the District's expenditures. A complete copy of the adopted Budget shall be posted on the District's official website, or on a website of an association of fire districts, if the District does not have an official website, within seven (7) business days after adoption and shall be retained on the website for at least sixty (60) months thereafter. The District may not operate at a deficit or incur indebtedness except as permitted by law. The Board may not disperse any funds in excess of the amount allocated under the Annual Budget.

Every Budget adopted by the District shall include a certification by the Chair and Clerk of the Board stating that (1) the District has not incurred any debt or liability in excess of taxes levied and to be collected and the money actually available and unencumbered at that time in the District general fund, except for those liabilities as prescribed in A.R.S. § 48-805(B)(2) and § 48-806 and § 48-807 and (2) that the District complies with § 48-805.02(E).

Every audit or report made pursuant to A.R.S. § 48-253 shall include a certification by the auditor of the District stating that (1) the District has not incurred any debt or liability in excess of taxes levied and to be collected and the money actually available and unencumbered at that time in the District general fund, except for those liabilities as prescribed in A.R.S. § 48-805(B)(2) and § 48-806 and § 48-807 and (2) that the District complies with § 48-805.02(E).

ARTICLE XI - FILLING BOARD VACANCIES

The Board will follow the procedures outlined in the Arizona statutes for filling vacancies on the Board. In order to fill the vacancy with the most qualified person available until an election is held, the Board will distribute and publish a notice of the vacancy, the procedure, and any application form.

ARTICLE XII - AMENDMENTS

Amendments to these By-laws/ Rules of Procedure may be proposed in writing at any regular or special public meeting of the Board. Amendments shall be adopted by an affirmative vote of a majority of a quorum of the Board. Notice of intention to present amendments to these By-Laws for adoption shall be contained in the notice of the meeting.

ARTICLE XIII - SEVERABILITY

These By-laws/ Rules of Procedure and the several parts thereof are hereby declared to be severable.

ARTICLE XIV - USE OF LEGAL COUNSEL

The Chief, or the Chief's designee, and the Board Chair or any member of the Board, may contact the legal counsel for the District, as deemed appropriate, from time to time. Any contact with the legal counsel shall be reported to the Board Chair or the Board collectively, on a monthly basis.

ARTICLE XV - CONFLICT OF INTEREST

Generally speaking, a Member of the Board of the District shall not participate in or take action on any item in which the Board Member, a Board Member's business, or a Board Member's family member has a financial interest. In addition, a Board Member shall refrain from participating in an item if doing so would create an appearance of impropriety.

In the event it is determined that a Board Member has a conflict of interest, that conflict of interest will be disclosed in writing and placed in the permanent records of the District. The Board Member shall also declare on the record the existence of that conflict, and refrain from participation in Board consideration, discussion or action as it relates to that subject matter involving the conflict of interest.

Members of the Governing Board of the District shall not participate in any action item or in the consideration of any item which would appoint or vote for appointment of any person who is related to the Board Member.

Members of the Governing Board may not hold membership on the Governing Board if they are an employee of the District or the spouse of an employee of the District.

Members of the Governing Board of the District may not, except under circumstances narrowly defined under Arizona law, enter into a contract to provide services, materials or equipment to the District for compensation.

RULES OF PROCEDURE

Rule 1 Board Meeting – Location

The Board shall meet in such locations and at such times as established by the Chairperson, from time to time. All reasonable efforts shall be made to establish a uniform date and time for the regular monthly meeting, in order to permit the members of the public and Board to anticipate and prepare for those meetings. Special meetings, executive sessions and workshop meetings will be held at the discretion of the Chairperson or upon the request of any Members of the Board.

Rule 2 Board Meeting – Time

The Board shall, as a minimum, meet on at least a monthly basis. The Chairperson of the Board shall designate the time for regular and special meetings, at the Board Chairperson's discretion.

Rule 3 Conduct of Meetings

A. The Chairperson shall preside at all meetings of the Governing Board of the District, and shall be recognized as the head of the Board for all ceremonial purposes. In the event of the Chairperson's absence, or if so directed by the Chairperson or remaining Board Members, the Clerk shall act as Chairperson. In the event both the Chairperson and Clerk are unavailable, a temporary Chairperson shall be selected by the Members of the Board to act during such absence.

B. The Chairperson, or the Chairperson's designee, the District legal counsel, or the Fire Chief or the Fire Chief's designee, shall serve as Board Parliamentarian and shall preserve decorum and decide all questions of order.

C. During Board meetings, Board Members shall not delay or interrupt the proceedings or refuse to obey the orders of the Chairperson or the Rules of the Board. Every Board Member desiring to speak shall address the Chairperson and, upon recognition by the Chairperson, shall confine himself or herself to the question under debate and shall avoid all offensive or indecorous language. A Board Member once recognized shall not be interrupted while speaking unless called to order by the Chairperson or unless a point of order or other privileged motion is raised by another Board Member. If a Board Member is called to order while speaking, he or she shall cease speaking immediately until the question of order is determined. If ruled to be in order, he or she shall be permitted to proceed. If ruled not to be in order, he or she shall remain silent or shall alter his or her remarks so as to comply with the rules of the Board. A Board Member, with permission of the Chairperson, may address questions to the Fire Chief or staff or Members of the audience but he or she shall confine his or her questions to the particular issues before the Board. If a point of order is raised and the Chairperson fails to act, any Member of the Board may move to require the Chairperson to enforce the rules and the affirmative vote of the majority of the Board shall require the Chairperson to act.

D. Any remarks shall be addressed to the Chairperson and to any or all Members of the Board. No Member of the staff or audience shall enter into any discussion, either directly or indirectly, without having first obtained the floor by permission of the Chairperson.

E. Citizens of the District and any other members of the public attending Board meetings shall also observe the same rules of propriety and decorum to Members of the Board. Any member of the public desiring to address the Board must first be recognized by the Chair, shall state his or her name in an audible tone for the record, and shall limit his or her remarks to the particular question under consideration. Any remarks shall be addressed to the Chair and to any or all Members of the Board.

F. Citizens of the District, Board Members, and any other members of the public shall be afforded the opportunity to attend Board meetings, either in person or via telephone conferencing. If telephonic attendance is requested, said request shall be brought to the District's attention at least twenty four (24) hours prior to any Board meeting, in order to allow the District time to arrange accommodations for such request.

NOTE: All or any part of the public meeting of the Governing Board may be recorded by any person in attendance by means of a tape recorder, camera or other means of sonic reproduction, provided that there is no interference with the conduct of the meeting.

Rule 4 Quorum

The presence of at least a majority of the Board shall constitute a quorum for the transaction of any business at any meeting of the Board. The act of a majority of such quorum shall be deemed an act of the Board.

Rule 5 Open Meeting Rules

A. Notice and Posting of Meetings

1. Notice to Members of the Governing Board. Notice of all meetings, including executive sessions, must be given to the members of the Governing Board at least twenty-four (24) hours prior to the meeting. This requirement is met by mailing, e-mailing or hand-delivering a copy of the notice to each member.

2. Notice to the Public. Notice of all meetings, including executive sessions, must be given to the public, as follows:

a. Disclosure Statement. The Governing Board shall file with the Clerk of the County Board of Supervisors a Disclosure Statement, stating where all public notices will be posted and shall give such additional notice as is reasonable and practicable as to all meetings. If the Board intends to meet for a specified calendar period on a regular day or date during the calendar period, and at a regular place and time, the Board may post with the Clerk of the Board of Supervisors a public notice of such meetings at the beginning of such period. However, a separate agenda for each and every meeting must still be posted.

b. Posting Notice. The Governing Board must also give notice of all meetings to the public by posting a copy of the notice (or agenda) in the public place identified in the Disclosure Statement and by giving “such additional public notice as is reasonable and practicable as to all meetings.” If a notice is used instead of an agenda, it must disclose how the public can obtain an agenda.

c. Time. Except as otherwise described below, meetings of the Governing Board shall not be held without first posting notice to the general public at least twenty-four (24) hours prior to the meeting.

d. Agendas. The agendas must be available to the public at least twenty-four (24) hours prior to the meeting, except in the case of an emergency meeting or recess/resume of prior meeting. Such notice may include Saturdays IF the public has access to the physical posting location but shall not include Sundays or other legal holidays prescribed under A.R.S. §1-301.

e. Emergency Meetings. If an emergency session is conducted without the requisite twenty-four (24) hours notice, the District must give as much notice as reasonably possible, include the reason for the emergency meeting in the meeting minutes and after the emergency meeting, post a public notice within twenty-four (24) hours declaring that an emergency session has been held, giving the reason for the emergency meeting and setting forth a general description of the matters discussed. Emergency meetings shall only be called in cases of unforeseen circumstances, where immediate Board action is necessary in order to avoid a serious consequence that would result from waiting until a proper notice could be provided.

f. Recess. If a recess is required, the Board may recess and resume a properly noticed meeting to a later time or date by making an announcement at the meeting indicating where and when the meeting will be resumed, and what agenda items will be covered.

g. Executive Session. If an executive session will be held, the agenda shall state the specific provision of law authorizing the executive session. If the Board is uncertain whether a legal question may arise requiring an executive session, a statement may be included in the agenda stating that an item on the agenda may be discussed in executive session for the purpose of obtaining legal advice pursuant to A.R.S. §38-413.03(A)(3). Executive sessions may be attended by the Board Members, persons subject to a personnel discussion, and those individuals whose presence is reasonably necessary (the record should reflect why those individuals are reasonably necessary).

h. Employment Matters. If the Governing Board intends to discuss a personnel matter during executive session, the Board is required to give the public officer, employee or appointee who is the subject of the personnel matter a written notice at least twenty-four (24) hours prior to the meeting.

B. Agendas

An Agenda shall be prepared for each Board meeting, together with supporting documentation.

1. Regular Meetings/Agenda. Either incorporated in the Notice of Meeting or as a separate document, each meeting must have a written agenda. If the agenda is separate and apart from the Notice, then the agenda should contain the place, date and time of the meeting. The agenda shall also contain a listing of the specific matters to be discussed, considered or decided at the meeting. The Governing Board may only discuss, consider or make decisions on matters listed on the agenda. Items cannot be generic or vague, such as "Personnel Matter", but must contain such information as is reasonably necessary to inform the public of the matters to be discussed or decided. If a specific item is to be discussed in executive session, then the agenda must so disclose. It is the Chairperson's responsibility to determine which items placed on the agenda are discussed at the meeting.

2. Executive Sessions/Agenda. A separate agenda item is required for executive sessions. The agenda must contain a general description of the matters to be considered in executive session and must recite the specific statutory citation under which the executive session is being held. However, the agenda should not contain any information which would defeat the purpose of the executive session, compromise the legitimate privacy interests of a public officer, appointee or employee, or compromise the attorney-client privilege.

3. Distribution of Agendas. Agendas may be made available to the public by including it as part of the public notice or by stating in the public notice how the public may obtain a copy of the agenda, and then distributing the agenda in the manner prescribed. (It is preferable to simply incorporate the agenda into the public notice and post as set forth above).

4. Consent Agenda. The Governing Board may use a "consent agenda". Consent agendas are typically used as a time-saving device when there are certain items on the agenda which are unlikely to generate controversy and are ministerial in nature. The Governing Board often takes one vote to approve or disapprove the consent agenda as a whole. When using a consent agenda format, the Board (or the Agenda) should fully describe the matters on the agenda and inform the public where more information can be obtained. An item may be removed from the consent agenda at the request of any member of the Governing Board.

5. Signed Agenda. The form of Agenda should be signed by the Clerk or other officer of the Board, or by the person responsible for the same.

6. Courtesy Agenda. In the event a quorum may be present at a social event or seminar, a "courtesy agenda" may be posted for purposes of announcing such event and explaining that a quorum might be present. Such agenda should identify the date,

time, and purpose of said event and shall state that no business will be discussed and no legal action will be proposed or taken at said event.

C. Minutes

Minutes must be taken of all public meetings and executive sessions. (Minutes must also be taken for meetings conducted by subcommittees or advisory committees). Minutes may be taken in writing or may be recorded by a tape recorder or video recorder.

Minutes (or a draft of the minutes or an audio recording) of a public meeting must be available for public inspection within three (3) working days after a meeting. If the Governing Board is concerned about distributing minutes before they have been officially approved at a subsequent meeting the clerk should mark the minutes "draft" or "unapproved".

MINUTES OF AN EXECUTIVE SESSION ARE CONFIDENTIAL and may not be disclosed to anyone except certain authorized persons. To ensure confidentiality, minutes of executive sessions should be stored separately from regular session minutes to avoid inadvertent disclosure. In addition, any materials distributed in an executive session are likewise confidential. These materials should be distributed and collected by the secretary or Clerk of the Board at the end of the executive session, and attached to the minutes of the executive session as an exhibit. Usually members of the Governing Board should not remove the materials from the executive session.

- 1. Contents of Minutes – Regular Meetings.** Minutes shall contain:
 - a.** The date, time and place of the meeting. The members of the Governing Board shall be recorded as either present or absent.
 - b.** A general description of the matters discussed or considered. Minutes must contain information regarding matters considered or discussed at the meeting even though no formal action or vote was taken with respect to the matter.
 - c.** An accurate description of all legal actions proposed, discussed or taken, and the names of the persons who proposed or seconded each motion and the names of those voting in favor or against each matter (or a note that the vote was "unanimous").
 - d.** The name of each person making statements or presenting material to the Governing Board and a specific reference to the legal action to which the statement or presentation relates.
 - e.** If the discussion in the public session did not adequately disclose the subject matter and specifics of the action taken, the minutes of the public meeting at which such action was taken should contain sufficient information to permit the public to investigate further the background or specific facts of the decision.

f. If matters not on the agenda were discussed or decided at a meeting because of an actual emergency, the minutes must contain a full description of the nature of the emergency.

g. If a prior act was ratified, the minutes shall include a written description of the ratification taken.

h. Proper approval, signature and date.

2. Contents of Minutes – Executive Session. Minutes for an Executive Session shall contain:

a. The date, time and place of the meeting. The members of the Governing Board shall be recorded as either present or absent.

b. An acknowledgment of the purpose and statutory authority for the Executive Session.

c. A recognition of each person present, and the justification for that person's presence at the Executive Session.

d. A general description of the matters considered.

e. An accurate description of all instructions given to attorneys or designated representatives pursuant to A.R.S. §38-431.03(A)(4), (5) and (7).

f. If an emergency occurs regarding a matter not on the Agenda, the Minutes must include a statement/description/rationale for the emergency matter.

g. Proper approval, signature and date.

3. Confidentiality of Executive Session Minutes. Minutes of an executive session and all discussions that take place at an executive session are confidential and may not be disclosed to anyone except for the following:

a. Any member of the Board;

b. Any officer, appointee or employee who was the subject of discussion at an executive session may see those portions of the minutes directly pertaining to them;

c. Staff personnel, to the extent necessary for them to prepare and maintain the minutes of the executive session;

d. The attorney for the Board;