

# BYLAWS OF THE SOURDOUGH RURAL FIRE DISTRICT

## **ARTICLE ONE** **Creation of Board**

**Section 1. Statutory Authority.** The Board of Trustees of the Sourdough Rural Fire District are established under Montana law in accordance with Title 7, Chapter 33, Part 21 of the Montana Code Annotated (“MCA”) among other authorities.

## **ARTICLE TWO** **Powers and Duties of the Board**

**Section 1. Authority.** The Board of Trustees has the powers and duties provided §7-33-2105 MCA as well as other authority expressed, implied by law or set forth in these Bylaws.

**Section 2. Additional Powers and Duties.** The Trustees, in their role of governing and managing the affairs of the District will establish policy and broad guidelines for the District. Standard operating procedures developed by the fire chief will be in conformance with these policies and guidelines.

## **ARTICLE THREE** **Board of Trustees**

**Section 1. Trustees.** The Board is composed of five Trustees.

**Section 2. Terms.** Terms of office for Trustees are three years. The terms are staggered as follows:

- Position 1- Expires May 2009
- Position 2- Expires May 2009
- Position 3- Expires May 2010
- Position 4- Expires May 2011
- Position 5- Expires May 2011

**Section 3. Conflict of Interest.** A transaction in which a Trustee has a conflict of interest may be approved by a vote of the Board of Trustees, if the vote is made after the material facts of the transaction and the Trustee's interest are disclosed to the Board. The Trustee with the conflict shall abstain from the vote and the remaining Trustees approving the transaction must, in good faith, reasonably believe that the transaction is fair.

## **ARTICLE FOUR** **Officers**

**Section 1. Elections.** Officers shall be elected at the annual organizational meeting and shall serve until the annual organizational meeting the following year. Officers of the Board elected to fill vacancies shall serve until the annual organizational meeting of the following year.

**Section 2. Chair.** The Board shall elect a Chair who shall conduct all meetings and business of the Board. The Chair, being a co-equal member of the Board, shall in addition to presiding, have a right to make motions, participate in debate and shall vote on all motions.

**Section 3. Vice Chair.** The Board shall elect a Vice Chair who shall conduct all meetings and business of the Board in the Chair's absence.

**Section 4. Treasurer.** The Board shall elect a Treasurer who shall be responsible for the financial transactions of the Board. The Treasurer may designate another person to accomplish these duties, who upon approval of the Board, may be compensated for those duties. Notwithstanding such designation, the Treasurer is responsible to carry out the duties proscribed by these Bylaws and the Board.

**Section 5. Secretary.** The Board shall elect a Secretary who shall in addition to other duties specified by the Board:

- a. keep minutes in accordance with § 2-3-103 MCA of the meetings of the members in one or more books provided for that purpose;
- b. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and,
- c. bring a copy of these Bylaws to every meeting and maintain an appendix to these Bylaws of law that is relevant to the operation of the District.

**Section 6. Concurrent Officers.** With the exception of the Chair, the Board may elect one of its members to hold any two officer positions.

## **ARTICLE FIVE**

### **Meetings**

**Section 1. Annual Organizational Meetings.** The first regular meeting after the first Monday of May each year shall be the annual organizational meeting to:

- a. receive new Trustees and have them take or present the oath of office;
- b. elect officers; and
- c. review the broad objectives which guide the Board.

**Section 2. Regular Meetings.** Regular meetings will be held on the third Monday of each month. The order of business of the regular meetings, as far as possible, shall be:

- (a) Call of roll
- (b) Consent Agenda
- (c) Reading and disposing of any unapproved minutes
- (d) Reports of Trustees and Officers
- (e) Unfinished business
- (f) New business
- (g) Public comment in accordance with §2-3-103, MCA
- (h)Adjournment

**Section 3. Special Meetings.** Special meetings shall be at the call of the Chair or the request of three Trustees.

**Section 4. Quorum.** Three Trustees constitute a quorum for all meetings. However, if there is less than a quorum, the Trustees present may take testimony, discuss matters, and make recommendations at the next meeting where there is a quorum.

**Section 5. Manner of Action.** An act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these Bylaws. There is no proxy voting.

**Section 6. Notice of Meetings.** The Secretary shall notify all Trustees of all meetings either in person, telephonically, or in writing. Public notice of any meeting shall be in accordance with Montana law (See Appendix).

**Section 7. Open Meeting Requirements.** All meetings of the Board are open to the public in accordance with the Open Meetings laws of the State of Montana. The Chair may close the meeting where the demands of individual privacy clearly exceed the merits of public disclosure or to discuss a strategy to be followed with respect to litigation as described in detail in § 2-3-203 MCA.

**Section 8. Minutes.** Minutes of all Board meetings shall be kept by the Secretary or designee, and shall be signed by the Secretary and by the Chair after approval by the Board at the next meeting. Minutes of all open meetings, and portions of meetings that are open to the public, shall be kept available for inspection by the public. The minutes need not have detailed reports of discussions but shall have all motions and votes thereon and other such information required under §2-3-212 MCA. The minutes should include the names of Trustees present, Trustees absent, staff, and public present.

## **ARTICLE SIX** **Continuity of Governance**

**Section 1.** In the event of an extraordinary circumstance not foreseen in the planning activities of the District, a special meeting may be called to address all governance matters that require immediate action. The meeting may be called by the Chair, any three members, the Fire Chief or designee or the District's Incident Commander. Persons requesting the meeting should make reasonable efforts to notify all of the Trustees, the Fire Chief and/or their designee and the Incident Commander and/or their designee. If the Chair is unavailable, the most senior Trustee present shall act as Chair. Any action requiring a vote shall be made by a quorum of those Trustees present. All final decisions made during the emergency shall be ratified by the Board at the next regularly scheduled Board of Trustee meeting. The special meeting shall be held at the Sourdough Fire Station and may be moved as needed to facilitate the process.

## **ARTICLE SEVEN** **Continuity of Operations**

**Section 1.** In the event no Trustees are present and available as contemplated by Article Six, Section 1, staff and management are directed and authorized to continue the operations of the Fire District in accordance with applicable federal, state and local statutes, the adopted governance policy, bylaws, position descriptions and operational plans. Further, in such circumstances, the Fire Chief or his designee is expressly authorized by the Trustees to sign any necessary documents on behalf of the Fire District.

## **ARTICLE EIGHT** **Amendments to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of three (3) of the Trustees present at any meeting, if at least two weeks written notice is given of the

intention to alter, amend or repeal or to adopt new bylaws at such meeting.

**ARTICLE NINE**  
**Approval of Bylaws**

These Bylaws were approved 5-0 in a regularly scheduled and noticed meeting.

We the Undersigned approve BYLAWS OF THE SOURDOUGH RURAL FIRE DISTRICT dated July 28, 2008.

Dave Kraft, Trustee

Charles Rogers, Trustee

Pete Geddes, Trustee

Carl Robertson, Trustee

Randy Larimer, Trustee