

# **BYLAWS OF THE BOONE COUNTY FIRE PROTECTION DISTRICT**

Adopted: June 16, 2010 Regular Board Meeting

## **ARTICLE I – DEFINITIONS**

1. *Board* - Wherever, in these Bylaws, the word "Board" is used, it shall be construed to mean the "Board of Directors of the Boone County Fire Protection District".
2. *District* - Wherever, in these Bylaws, the word "District" is used, it shall be construed to mean the "Boone County Fire Protection District".
3. *Director* - Wherever, in these Bylaws, the word "Director" is used, it shall be construed to mean any person then qualified and acting as a member of the Board of Directors of the Boone County Fire Protection District.
4. *Words Denoting Persons* - The use of the pronoun "he", "him", "his", or any other reference to any person in these Bylaws, shall not be construed to limit the holder of any office or staff position to persons of the male sex.
5. *Law* - Wherever, in these Bylaws, anything is directed to be done according to "law", such word shall be construed to mean the Statutes of Missouri; then in force.

## **ARTICLE II – DIRECTORS**

1. *Directors* - The Board shall consist of five (5) persons duly elected or appointed to office, according to the provisions of Chapter 321, RSMo. A Director may not serve as an active or volunteer member of the District's firefighting staff or any of its auxiliary units, during his tenure as a Director.
2. *General Powers* - The business and affairs and property of the District shall be managed by the Board, but the Board may delegate certain functions and responsibilities to consultants, agents or employees of the District by duly adopted resolution, or by duly adopted ordinance. However, the Board shall not delegate to any person or organization any legislative or contractual power of the District, nor any duty or responsibility, which is by law delegated to the Board.
3. *Quorum* - A majority of the members of the Board shall constitute a quorum at any meeting and no business shall be transacted unless a quorum is present.
4. *Vacancy of Director* - Pursuant to Section 321.200.2 any vacancy on the board shall be filled by the remaining elected members of the board, except when less than two elected members remain on the board any vacancy shall be filled by the circuit court of the county

in which all or a majority of the district lies. The appointee or appointees shall act until the next biennial election at which a director or directors are elected to serve the remainder of the unexpired term.

5. *Regular Meetings* - The Board shall hold a regular meeting not less often than once each calendar month, at such time and place as may be fixed by the Board. Public notice of any meeting of the Board shall be given by the Secretary in accordance to the provisions of Chapter 610, RSMo.
6. *Order of Business* - The preferred Order of Business at regular meetings of the Board shall be transacted in the following sequence:
  1. Call to Order
  2. Approval of Agenda
  3. Public Comment & Recognition
  4. Approval of previous meetings' minutes
  5. Treasurer/Financial report
  6. Old business
  7. New business
  8. Committee reports
  9. Fire Chief's report
  10. Board Liaison's report
  11. Executive Staffs' report
  12. Fix date and place of next meetingProvided, however, the Chairman may change the Order of Business, at any time, to accommodate presenters or to facilitate meetings.
7. *Special Meetings* - Pursuant to RSMo. Section 610 special meetings of the Board may be called at any time. Directors shall be given at least twenty-four hours notice of the date, time and place of any special meeting; unless an emergency is declared. At any special meeting, only such business shall be considered as has been stated in the public notice.
8. *Majority Rule* - The vote of a majority of the Directors present, on any question not required by law or by these Bylaws to be unanimous, shall be conclusive, and shall be sufficient for the adoption of any motion, resolution, ordinance or other action of the Board. In an emergency, a Director may participate and vote in any Regular or Special meeting by video conference or telephone; provided a majority of the Directors attend the meeting in person. Voting by proxy is prohibited.
9. *Rules of Order* - All meetings of the Board shall be conducted according to customary rules of parliamentary procedure. The Chairman shall rule on any point of order or procedure, which may arise, but such ruling may be overridden by vote of the majority of Directors present.
10. *Compensation* - Pursuant to 321.190, RSMo, each Director may receive a fee not to exceed one hundred dollars for attending each regularly called Board meeting or special meeting, but shall not be paid for attending more than two meetings in any calendar month. However, no Board member shall be paid more than one attendance fee if such member

attends more than one Board meeting in a calendar week. In addition, the Chairman may receive an additional fifty dollars for attending each regularly or specially called Board meeting, but shall not be paid the additional fee for attending more than two meetings in any calendar month. Such compensation shall be paid by the Treasurer, at the end of each calendar month.

11. *Expenses* - No Director shall incur any expenses for himself, or for or on behalf of the Board, or for or on the behalf of the District, unless authorized by the Board prior to the incurring thereof. Authorized expenses of any Directors shall be reimbursed by the Treasurer out of the funds of the District, but only after the respective Director shall first have presented to the Board his expense account, which shall have been approved by the Board.
12. *Indemnification* - The District shall indemnify any Director or former Director of the District against expenses, costs, or attorney's fees actually and reasonably incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, in which the Director is a party by reason of being, or having been, a Director. The indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director shall not be indemnified if he or she is adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

### **ARTICLE III – OFFICERS & DUTIES**

1. *Officers* - The Officers of the District shall be: Chairman, Secretary and Treasurer.
2. *Chairman* - The Chairman shall be the chief executive of the District, and shall supervise all of the activities and functions of the District; subject, however, to any resolution, ordinance or direction of the Board. He is authorized to sign checks when the Treasurer is unavailable. The Chairman shall preside at any public meetings held by the Board, shall sign, for the District, any contract, documents, or other instruments which the Board has authorized him to sign, and shall perform such other duties as may be assigned to him by the Board.
3. *Secretary* - The Secretary shall keep in a well bound book the minutes and record of all the proceedings of the Board and shall also keep records of all certificates, contracts, bonds given by employees, and all other corporate acts of the District. The Secretary shall be the “Custodian of Records” pursuant to Chapter 610 RSMo. The Secretary shall not permit any person to remove, damage, deface or in any manner alter or change any such book or record, and the Secretary shall permit any such inspection only in his personal presence, unless otherwise directed by resolution of the Board. The Secretary shall also give all notices of elections, and all notices of public hearings, and all other notices of meetings or of other matters, which may be required by law or by these Bylaws, or which may be directed by the Board. The Secretary shall also be custodian of the seal of said District, but he may permit the Legal Counsel to hold the same. The Secretary shall see that said seal is duly affixed to all documents duly approved by the Board, for which affixation of said seal is necessary or

appropriate. The Secretary shall also perform such other duties as may be assigned to him by the Board. Subject to the approval of the Board, the Secretary may retain assistants to carry out the duties of the office.

4. *Treasurer* - The Treasurer shall keep strict and accurate accounts of all money received by and disbursed for and on behalf of the District in permanent records. The Treasurer shall file with the Clerk of the Boone County Circuit Court, at the expense of the said District, a corporate fidelity bond in an amount to be determined by the Board, but for not less than five thousand dollars (\$5,000), said bond to be conditioned on the faithful performance of the duties of his office. The Treasurer shall file in the office of the County Clerk, on behalf of the Board, on or before April first of each calendar year, a detailed financial statement for the preceding calendar year of the District. The Treasurer shall also have charge of and be responsible for all funds of said District, shall receive and give receipts for money due and payable to said District from any source whatever, shall promptly deposit all funds of said District in the name of said District in such bank or banks or other depositories as he may be directed by resolution of the Board, and shall sign checks as authorized by the Board. The Treasurer shall also perform such other duties as may be assigned to him by the Board. Subject to the approval of the Board, the Treasurer may retain assistants to carry out the duties of the office.
5. *Additional Compensation* - The Secretary and the Treasurer may each receive such additional compensation for the performance of their respective duties as the board shall deem reasonable and necessary, not to exceed one thousand dollars per year.
6. *Election of Officers* - At the first Regular Meeting of the Board, immediately after the biennial election results have been certified, the Directors have taken their oaths and filed their bonds; the Directors shall elect one of its members as Chairman, one of its members as Secretary and one of its members as Treasurer. At the first Regular Meeting of the Board, during the month of April in an off-election-year, the Directors shall elect one of its members as Chairman, one of its members as Secretary and one of its members as Treasurer.
7. *Vacancy of Officers* - If an Officer dies, resigns, or for any other reason be unable or unwilling to act as an Officer; the Office shall be deemed vacant and be filled by a majority vote of the remaining members of the Board.

## **ARTICLE IV – CONSULTANTS**

1. *Legal Counsel* - The Board shall retain an attorney, who shall be Legal Counsel of the District. Such attorney shall be retained for such period of time, and on such basis of compensation, as may be provided by resolution of the Board and consented to by said attorney. Said attorney shall act as legal advisor to the Board on all matters of the District, shall draft all ordinances which may be presented to the Board for their consideration, shall represent said District in all lawsuits, proceedings and actions wherein said District may be involved in any Court, or before any public officer, body or board of agency, may be present

at all meetings of the Board, and shall draft all contracts, documents, agreements or other papers which may be necessary or appropriate to the business, properties and affairs of the District.

2. *Board Liaison* - The Board may retain the services of an individual, knowledgeable in governmental fund accounting practices, to serve as liaison between the Board and the District personnel. The Board Liaison, shall review District financial records and reports and advise staff and the Board as to the appropriateness, completeness and accuracy of these records and reports. The Board Liaison shall have total access to District records, equipment and/or facilities of the District, as needed, to provide these services; and report to Staff and the Board any discrepancies relating to the District's Financial Management policy or matters of finance. The Board Liaison shall report directly to the Board-at-large.
3. *Other Consultants* - The Board shall have the right to retain such additional agents, attorneys, engineers, auditors and consultants as it deems necessary to carry out the duties of the District. Such Other Consultants may be paid such compensation for their services as the Board may determine.

## **ARTICLE V – ADMINISTRATIVE STAFF**

1. *The Fire Chief* - The Fire Chief shall be appointed by the Board; and serve at the pleasure of the Board. He may be paid such compensation for his services as the Board may determine. The Fire Chief shall plan, organize, train, supervise and direct all of the fire fighting, EMS, emergency response, and support personnel of the District. The Fire Chief shall also be responsible for proper maintenance of all fire fighting and fire prevention equipment of the District at all times, and shall further be responsible that the District shall provide the best possible fire fighting and fire prevention service to the people and property within the District. The Fire Chief shall also act as a technical consultant to the Board in matters relating to fire fighting and fire prevention techniques, personnel, equipment, training and planning. The Fire Chief shall also nominate, and the Board shall appoint from among such nominees, such number of full or part-time employees and/or volunteers as he may deem necessary, and the Board may authorize. The Fire Chief may also recommend the dismissal of any agent, employee, volunteer, engineer or attorney; but such dismissal shall only be accomplished by the Board of Directors. The Fire Chief shall be the Fire Marshall, unless otherwise determined by resolution of the Board. The Fire Chief may delegate his duties to such persons, as he may deem necessary, and as approved by the Board.
2. *Budget Manager* - The Budget Manager (referred to as the Budget Officer in Chapter 67 RSMo), shall be appointed to office by the Board and serve at the pleasure of the Board. He may be paid such compensation for his services as the Board may determine. The Budget Manager shall prepare for the study of the Board a budget of the District as required by Chapter 67 RSMo., shall report regularly to the Board the income and expenditures of the funds of the District, as compared to corresponding budget entries. The Budget Manager, or his designated appointee, shall also review all disbursement requests and

prepare all checks for the proper authorities to sign. The Budget Manager shall perform such other duties as may be required by law relating to budgets of Fire Protection Districts, or as may be assigned to him by the Board.

## **ARTICLE VI – STANDING COMMITTEES**

1. *Committees* - The Board shall have the right to appoint such standing or other committees as it deems necessary to carry out the duties of the District, provided however, at least one (1) Board member shall be a member of such committee.
2. *Non-Binding* - Committee recommendations shall be advisory only, and shall not be binding upon the Board.

## **ARTICLE VII -- BUSINESS AND FUNDS**

1. *Contracts/Purchasing* - The Board of Directors, by resolution, may authorize any Director to enter into any contract or execute and delivery any instrument in the name of, and in behalf of, the District. Such authority may be general or confined to specific instances. No construction or purchase contract for work or materials or both, involving an expense of ten thousand dollars (\$10,000.00) or more, shall be entered into, unless a notice for bids shall first be published once a week for three consecutive weeks in at least one newspaper of general circulation in Boone County, not less than fourteen days, excluding the day of the first publication, to intervene between the first publication and the last publication; but no such notice shall be required for contracts hiring or retaining agents, employees, engineers, and attorneys, including part time or volunteer firefighters
2. *Loans* - No loans shall be contracted on behalf of said District, and no evidences of indebtedness shall be issued in its name, unless first authorized by resolution of the Board. Such authority may be general or confined to specific instances.
3. *Deposits* -- All funds of the District shall be deposited promptly after receipt, in the name of the District, in such banks or other depositories as the Board may select, by resolution.
4. *Payments* - Payment of the funds of the District shall be made by check in accordance with the District's Financial Management policy.
5. *Budgets* - Not later than August 31st of each year, the Board shall adopt a budget for the upcoming year for the general operating fund of the District, and for every special fund of the District of any kind, in such manner as may be provided by law.
6. *Tax Rate* - The Board shall determine the amount of money necessary for the operations of the District; and determine the tax rate not later than August 31st of each year; and certify the same to the County Commission and County Clerk by no later than September 1st of that same year.

7. *Change of Boundaries* - Any petition to change the boundaries of the District shall be presented to the Board at any regular meeting of the Board; and the Board shall take action thereon, in the manner prescribed by law.
8. *Fiscal Year* - The fiscal year of said District shall begin on January 1 and end at midnight on December 31.
9. *Seal* - The seal of the District shall consist of the full name of the District in the form of a circle; and may contain a graphic, approved by the Board, in the center of said circle.
10. *Annual Audit* - An independent audit of District shall be performed annually in accordance with the District's Financial Management policy.
11. *Open Records* - The District shall maintain public copies of all proceedings of the Board, resolutions, audits, contracts and ordinances. These and all other records of the District shall be available for public inspection, at the District headquarters, during normal business hours.
12. *Signature Cards* - The Board shall, at least annually, review the list of persons authorized to sign checks on behalf of the District; and shall re-authorize the list of persons authorized to sign checks on behalf of the District.

## **ARTICLE VIII – ORDINANCES**

1. *Ordinances* - Ordinances of the District may be drawn, amended, altered, and repealed by resolution of the Board at any meeting of the Board, but all such ordinances shall be consistent with the District's ORDINANCE POLICY, which shall be approved by resolution of the Board. .

## **ARTICLE IX -- AMENDMENTS TO BYLAWS**

1. *Amendments* - These Bylaws may be amended, repealed, or altered, and new Bylaws may be adopted at any regular meeting of the Board or at any special meeting called for that purpose; first read at a regular scheduled monthly meeting of the Board and second read and considered for adoption at the next regularly scheduled monthly meeting of the Board. The public will be allowed to comment at each meeting of the Board. Promptly after the adoption of any such resolution, the Secretary shall make a notation on the original copy of these Bylaws, in his minute book, opposite the proper section, of amendment or addition thereto, or repeal thereof, as may be appropriate, and shall insert the text thereof at the end of these Bylaws in such book.

These by-laws adopted on \_\_\_\_\_, 2010

By: \_\_\_\_\_  
Chairman of the Board

Attest: \_\_\_\_\_  
Secretary