

**BYLAWS OF THE
TUOLUMNE COUNTY FIRE AUTHORITY**

Article I - Name and Purpose

Section 1. Name. The joint powers agency shall be known as the “Tuolumne County Fire Authority” (hereinafter called “the Authority”).

Section 2. Purpose. The Authority shall function as a regional fire authority with the power and authority to jointly exercise the common taxing authority of the members to fund fire suppression, protection, prevention and related incidental services. The Authority will operate as a public entity separate and apart from the Members.

Section 3. Public Agency. The Authority is a local entity for purposes of the Ralph M. Brown Act, the California Public Records Act, and the Political Reform Act of 1974.

Article II - Board of Directors

Section 1. Board. The Authority shall be governed by a Board of Directors, herein referred to as the Authority Board, which shall be comprised as follows:

1.1. Each Member shall have one (1) director and may appoint one (1) alternate director.

Section 2. Appointment. Directors shall be appointed by the governing body of each Member and shall serve at the pleasure of their appointing body or until their respective successors are appointed. If a vacancy occurs, it shall be filled by a new appointment made by the appropriate Member agency.

Section 3. Alternates. Each Member shall designate at least one alternate representative. The directors and alternate directors shall be elected officials or chief executive officers of the Member. Members may designate more than one alternate for each representative, as deemed prudent by that Member. When a Director is absent, the alternate may act in his or her place. To be eligible to cast the vote of the Member, alternates must be designated and notice of that designation given to the Executive Director, or Secretary, prior to the meeting at which that alternate is to attend on behalf of the Member’s designated representative.

Article III - Meetings

Section 1. Regular and Special Meetings. The Authority Board shall establish by resolution the date, time and place for regular meetings which shall occur at a minimum of two (2) times per year. Special meetings may be called by the Chair or by a majority of the Directors. All meetings of the Board shall be in conformance with the Ralph M. Brown Act (California Government Code sections 54950 et seq.)

Section 2. Closed Sessions.

2.1. All information presented in closed session shall be confidential. Non-voting members shall not be permitted to attend closed sessions.

2.2. Under Government Code section 54956.96, the Authority adopts a joint powers limited disclosure policy as follows:

2.2.1. All information received by the legislative body of the local agency member in a closed session related to the information presented to the Authority in closed session shall be confidential. However, a member of a legislative body of a local agency member may disclose information obtained in a closed session that has direct financial or liability implications for that local agency to the following individuals:

2.2.1.1. Legal counsel of that local agency member for purposes of obtaining advice on whether the matter has direct financial or liability implications for that local agency member.

2.2.1.2. Other members of the legislative body of the local agency present in a closed session of that local agency member.

2.2.2. Any designated alternate member of the legislative body of the Authority who is also a member of the legislative body of a local agency member and who is attending a properly noticed meeting of the Authority in lieu of a local agency member's regularly appointed member to attend closed sessions of the Authority.

Section 3. Cancellation of Meetings. The Authority Executive Director or the Chair of the Authority Board may cancel any regular or special meeting of the Authority except upon objection by any Director.

Section 4. Quorum. A quorum for conducting all matters of business shall be a majority of the membership of the Authority Board. All actions of the Board require the affirmative vote of a majority of the Directors present.

Section 5. Voting.

5.1. Voting shall only be conducted at properly noticed meetings where a quorum has been established and members are physically present, except as provided in Government Code section 54953 for teleconferencing or applicable Executive Order issued by the Governor of the State of California.

5.2. Voting shall be by voice, show of hands, or roll call. Any Director may request a roll call vote.

5.3. In all cases, a vote to "abstain" shall be counted as an "aye" vote unless there is a majority vote to defeat the motion and then the vote to abstain shall be counted as a "no" vote.

Section 6. Lack of a Quorum.

6.1. If less than a Quorum of the Directors are present at any properly called regular, adjourned regular, special, or adjourned special meeting, the Director(s) who are present may adjourn the meeting to a time and place specified in the order of adjournment. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was to have been held within 24 hours after adjournment or as otherwise required pursuant to the Ralph M. Brown Act.

6.2. If all the Directors are absent from any regular or adjourned regular meeting, the Executive Director may so adjourn the meeting and post the order or notice of adjournment as provided, and additionally shall cause a written notice of adjournment to be given in the same manner as for a notice of special meeting, or as otherwise required pursuant to the Ralph M. Brown Act.

6.3. If the notice or order of adjournment fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for the regular meeting of the Authority.

Section 7. Agenda. Any Director or the Executive Director may cause an item to be placed on the agenda.

Section 8. Adjournment. Except as provided in Section 6 (Lack of a Quorum) above, a meeting may be adjourned by the presiding officer's own action; however, any Director may object to such adjournment by the presiding officer and then a motion and action is required in order to adjourn the meeting in accordance with Rosenberg's Rules of Order.

Article IV - Conduct of Meetings

Section 1. General Conduct. Except as herein or otherwise provided, Rosenberg's Rules of Order shall govern all proceedings of the Authority. In any event, all proceedings and conduct of the meetings shall be in full compliance with the State of California Government Code.

Section 2. Decorum. All Directors, and staff, shall conduct themselves in accordance with Rosenberg's Rules of Order and in a civil and polite manner toward other Directors, employees and the public. Using derogatory names, interrupting the speaker having the floor, or being disorderly or disruptive, are prohibited actions. If any meeting is willfully interrupted by any individual so as to render the orderly conduct of that meeting infeasible, that individual may be removed from the meeting. If any group or groups of persons willfully interrupts a meeting so as to render the orderly conduct of that meeting infeasible, the presiding officer, or a majority of the Authority Board, may clear the meeting room in accordance with Government Code section 54957.9.

Section 3. Voting Authorizations. All votes shall be cast by the person or persons authorized to do so by the member which they represent. Such authorization shall be made known to the Executive Director of Authority at least twenty-four hours prior to the meeting. No proxy, absentee, or fractional votes may be cast.

Article V - Officers

Section 1. Chair.

1.1. The Board shall elect from among its elected members a Chair of the Board. The Chair shall serve a one-year term of office beginning at the first regular meeting of each calendar year (*i.e., January meeting*). The Chair may serve more than one term if re-elected by the Board.

1.2. The Chair shall preside at all meetings of the Board and such other meetings as approved by the Board.

1.3. The Chair shall serve as the official spokesperson for the Board.

1.4. The Chair shall designate Directors or others to represent the Board at various meetings, hearings and conferences.

1.5. The Chair shall perform such other duties as necessary to carry out the work of the Board or as prescribed by law.

Section 2. Vice Chair.

2.1. The Board shall elect from among their elected members a Vice-Chair of the Board. The Vice-Chair shall serve a one-year term of office beginning at the first regular meeting in each calendar year (*i.e., January meeting*). The Vice-Chair may serve more than one (1) term if re-elected by the Board.

2.2. The Vice-Chair shall act in the place of and have all the powers and duties of the Chair in the absence of the Chair.

Section 3. The Chair and Vice Chair assume their office upon election by the Authority Board. If either the Chair or Vice-Chair ceases to be a Director, the resulting vacancy will be filled at the next meeting of the Authority Board.

Section 4. Additional Officers. The Board may create such offices and appoint individuals to such offices it considers either necessary or convenient to carry out the purposes of the Authority.

Section 5. Absences. In the absence of both the Chair and the Vice-Chair, a majority of the Authority Board shall select a Director to serve as a Chair Pro-Tem.

Section 6. Vacancy. Upon a vacancy occurring in the office of the Chair, the Vice-Chair shall assume the office of Chair for the balance of the unexpired term. Upon a vacancy occurring in the office of the Vice-Chair the Directors shall elect, from among their members, a Vice-Chair to serve the balance of the unexpired term.

Section 7. Secretary. The Executive Director shall serve as the Secretary of the Authority Board. The Secretary shall maintain a public record of the Authority Board's resolutions, transactions, findings and determinations, and shall prepare agendas and minutes of all Regular and Special meetings of Authority.

Article VI - Committees

Section 1. New Committees. The Chair, subject to approval by the Board, shall appoint standing and special committees and provide direction as to the purpose and deadlines for each committee. The Chair may appoint additional committees as may be necessary or desirable.

Article VII - Initiative and Coordination

Section 1. Initiative. Authority may, upon its own initiative, institute action to carry out any routine or special study or project.

Section 2. Coordination. Authority may establish technical and advisory liaisons with all other agencies and bodies seeking to improve the quality of fire services for the Tuolumne Regional Area.

Article VIII - Parliamentary Authority

Section 1. Rosenberg's Rules of Order, current edition or such other authority as may be subsequently adopted by resolution of the Board is to apply to all questions of procedure and parliamentary law not specified in these Bylaws or otherwise by law.

Article IX - Miscellaneous

Section 1. In the case of any inconsistency between the provision of these Bylaws and the Joint Powers Agreement creating the Authority, the provisions of the Joint Powers Agreement shall govern and control. Any capitalized term used in these Bylaws and not defined herein shall have the same meaning as used in the Joint Powers Agreement.

Article X - Amendments

Section 1. These Bylaws may be repealed or amended by the affirmative vote of the majority of the Board on a resolution presented at any regular meeting of the Board, provided notice of such proposal shall have been electronically provided to each Director at least five (5) calendar days prior to the meeting at which the matter is to be acted upon.

Section 2. Amendments to these Bylaws may be proposed by any representative of Authority.