

**FRY FIRE DISTRICT
GOVERNING BOARD BY-LAWS**

GOVERNING BOARD MEMBERS

Board Chairman Joseph Huish

Board Clerk Eric Andersen

Board Director Robert McMurtrie

Board Director Norman Sturm

Board Director Thomas Tucker III

Adoption Date

February 19, 2020

Table of Contents

ARTICLE I: GENERAL	2
ARTICLE II: THE BOARD.....	2
ARTICLE III: OFFICERS	4
ARTICLE IV: BOARD COMMITTEES.....	5
ARTICLE V: MEETINGS	6
ARTICLE VI: EXECUTIVE SESSIONS	9
ARTICLE VII: MAINTENANCE OF RECORDS	9
ARTICLE VIII: FINANCES	10
ARTICLE IX: EXECUTION OF DOCUMENTS	10
ARTICLE X: FIRE CODE.....	11
ARTICLE XI: PENSION BOARD	11
ARTICLE XII: CONSTRUCTION	11
ARTICLE XIII: AMENDMENT	11

ARTICLE I: GENERAL

1. Purpose: These By-Laws set forth the general rules and guidelines of conduct for the Fry Fire District Governing Board.
2. Conflict with Applicable Law: In the event of any conflict in the laws governing the conduct of the Board, then such conflict shall be resolved by applying the regulating authority in the following order of priority: (a.) Arizona Revised Statutes Annotated; (b.) the By-Laws for the Fry Fire District; (c.) the Policies of the Board; and (d.) Robert's Rules of Order.
3. Reference to Applicable Law: Any reference made in the By-Laws to controlling or applicable law, rules or regulations shall include all pertinent amendments thereto.
4. Definitions: The following definitions shall apply to these By-Laws:
 - a. "Board" shall mean the governing body of the Fry Fire District.
 - b. "District" shall refer to the Fry Fire District.
 - c. "Standing Rule" shall mean the rules and regulations adopted by the Board from time to time as they are needed in the form of resolutions establishing guidelines for a District meeting which have been adopted by a majority vote of the Board with or without previous notice. Standing Rule may be amended by a majority vote of the Board.

ARTICLE II: THE BOARD

1. Members: There shall be five (5) members of the Board.
2. Qualifications: A member of the Board must be a resident of the District at the time of their election, and must remain so during their incumbency. Employees of the District shall not be members of the Board and conversely, a member of the Board shall not be an employee of the District ([A.R.S. §48-805.B.1](#)).
3. Election: Board Members will be elected in accordance with the laws of the State of Arizona.
4. Term: Board members are elected for a term of four (4) years. Each member shall be installed at the December meeting following their election. Each newly elected member shall be installed and shall take the Oath of Office ([A.R.S. §38-231](#)) following the date that the results of balloting are canvassed by the County Board of Supervisors. The term of each member shall begin on the first day of the month following that member's election. There is no limit to the number of terms a member may serve.
5. Duties and Responsibilities: The members of the Board are vested with the authority for managing the affairs of the District, pursuant to the laws of the State of Arizona governing the management of fire districts.
6. Statutory Training: Beginning with the 2014 general election, Board members who are elected or appointed to the Board and a Fire Chief that is hired or appointed after November 5, 2014 shall

attend six (6) hours of professional development training within 12 months of election or appointment. The training is provided by the Arizona Fire District Association (AFDA) per [A.R.S §48-803\(G\)](#). This also applies to Board members who are re-elected to serve additional terms.

7. Authority of the Board: The authority of the Board is governed by the laws of the State of Arizona.
8. Compensation: The Board shall serve without compensation and will only be reimbursed for any actual and reasonable expenses incurred on behalf of the District.
9. Vacancies: In the event that there is a vacancy on the Board caused by the death, disability, resignation, or any other reason, of a Board member, then this vacancy may be filled by an individual selected by a majority of the remaining Board members in a manner determined by the remaining Board members. An individual selected by the Board shall serve until the expiration of the term of the Board member whose position they replaced. Board members term will be deemed vacant of the person holding the office ceases to discharge the duties of office for the period of three (3) consecutive months per [A.R.S. §38-291\(6\),\(7\)](#).
10. Role of the Fire Board: The Board shall act through a majority of a quorum, by action taken at public meetings. The Board has the ULTIMATE RESPONSIBILITY TO ADMINISTER THE DISTRICT. The Fire Board's responsibilities are set forth, in part, in [A.R.S. §48-805](#).
 - a. The Board shall be responsible for setting the District's budget and setting the District's policy.
 - b. The Board may delegate authority to the Fire Chief to perform certain duties on behalf of the District.
 - c. The Board shall not engage in District operations and defers these duties to the Fire Chief to carry out in furtherance of the District's policies and standard operating guidelines.

Note:

- i. This provision is not to be interpreted that Board Members cannot talk to employees and employees cannot talk to Board Members, nor does it mean Board Members cannot visit District facilities including fire stations or participate in any scheduled ride-alongs. Board Members are encouraged to be exposed to the workings of the District to educate themselves to better represent both the District and the community they represent in their decisions and actions as a Board Member. Board Members shall conduct themselves professionally and shall not interfere with duties of FFD personnel.
 - ii. Consistent with section (d)(iv) below, in the event a Board Member obtains, from any source, information that may impact the District (in either a positive or negative manner), the Board Member shall report the information to the Fire Chief and where appropriate report the information to the Board pursuant to an appropriately noticed agenda item.
- d. Board Members shall respect the District's Chain of Command.
 - i. Board Members shall become familiar with the District's Meet & Confer document and Administrative Policies.
 - ii. Board Members should defer all operations issues to the Fire Chief.
 - iii. Any Board Member approached by an employee regarding a personal or personnel matter involving the District shall refer the employee to the employee's direct supervisor, or other officer as may be set forth in Administrative Policy.

- iv. Each Board Member shall communicate, during a public meeting, (pursuant to an appropriately noticed agenda item), all substantive or significant information relevant to the District (whether positive or negative) that the Board Member obtained from sources apart from the board meetings or through correspondence addressed to all Board Members.
 - e. In addition to notifying the Board of District events during the Chief's Report at regular meetings of the Board, The Board shall instruct the Fire Chief to promptly notify the Board regarding certain types of events/incidents as they develop. In most situations, the Fire Chief may notify the Board by email and where possible within 24 to 48 hours with more serious events or incidents requiring more immediate notification. From time to time, the board shall instruct the Fire Chief as to the manner of notification and the timing of notification. Examples include:
 - i. For incidents that involve the arrest, termination, suspension, or demotion of an employee;
 - ii. When an employee is separated from employment for any reason;
 - iii. In the event of an employee's (on or off duty) death or an employee's immediate family death;
 - iv. In the event an employee is permanently promoted the Fire Chief shall notify the Board before making any formal announcement;
 - v. Whenever any FFD apparatus or vehicles are involved in a significant accident resulting in them being placed out of service for period of time other than regular maintenance;
 - vi. Whenever there is an incident whether inside or outside the District that the FFD is involved in, that the public could view as major, such as structure fire, incidents that close major traffic arteries, or incidents that displace people from their home or place of work.
11. Role of Individual Board Members: Board members individually have no authority to act on behalf of the District and individual Board members have no more power or authority than any other resident of the District. Board members shall use their best efforts to be sure they make decisions based on the best information available and shall use their best efforts to be sure each of the Board members has the same information available upon which decisions in the best interest of the District are made.
12. Disclosure: Within a reasonable time following election or appointment, each Board Member shall disclose any conflicts of interest or potential conflicts of interest that each Board Member has or may have regarding the District. The Board shall regularly update its Disclosure Statements each January. In addition, any Board Member is required to disclose any conflict or potential conflict which may arise during the term of any Board Member.

ARTICLE III: OFFICERS

- 1. Officers: The Board shall be administered by a Chairperson and a Clerk.
- 2. Qualifications: All officers must be members of the Board.
- 3. Election: All officers must be nominated by at least one Board Member and must be elected by a majority vote of the Board.

4. Term: All officers shall serve for a term of two (2) years. Officers may be reelected at the end of any term. The term of office shall be calculated from the date of the first meeting held in December of each year.
5. The Chairperson: The Chairperson is primarily responsible for ensuring that the business of the public meetings is transacted in a proper order and is reasonably expedited. The Chairperson must ensure that all members observe appropriate procedure and that order and decorum are observed at the meetings. The Chairperson shall also serve as the local Pension Board Chairperson.
6. The Clerk: The Clerk is the official custodian of all the records of the District. The Clerk, in the event of the Chairperson's absence or inability to act, shall have all the authority of the Chairperson.
7. Removal of Officers: An officer may be removed for documented valid and just cause in the following manner: at least two (2) members must propose the removal of any one officer. In order for an officer to be successfully removed from office, at least three (3) members of the Board must vote for such removal.
8. Death or Resignation of Officers: An officer may resign at any time by giving the Board written notice of his or her resignation. Upon the death of an officer, the office shall be deemed to be vacant as of the date of death.
9. Vacancies: In the event that an office of the Board becomes vacant, the Board shall elect a replacement at the next meeting after the occurrence of the vacancy to fill the vacant position or as soon thereafter as practical under the circumstances. The newly elected officer shall then serve until the expiration of the term of the officer whom he or she replaced.

ARTICLE IV: BOARD COMMITTEES

1. Formation: Any member of the Board who is present at a meeting may propose the establishment of a committee. A motion to establish a committee must be approved by a majority vote of the Board. A committee may be appointed for one of the following purposes or any other purpose deemed reasonable by the Board:
 - a. To consider and recommend suitable action on a resolution, action or other matter referred to it;
 - b. To investigate a certain issue and report facts with its opinions thereon;
 - c. To execute an order of the District; or
 - d. To represent or act for the District in a certain matter.
2. Term: The committee may serve for a reasonable term, as designated by the Board, and, should the committee fail to make its recommendations or file its report within the designated term, the Board may extend such term or discharge the committee, as it sees fit.
3. Membership Qualifications: Any individual residing within or out of the District may be appointed as a committee member. Nominations for membership to the committee may be made by the Board or made by appointment from the Chairperson. In the event that nomination is made from

the Board, then the member may only qualify if they receive a majority vote of those Board Members present at the meeting. No more than two (2) members of the Board may be appointed as committee members.

4. Authority of the Committee: A committee is authorized to perform only such acts as are within the reasonable scope of the objective of the committee. Expenses incurred by the committee must receive prior approval of the Board and must be reasonable in scope.
5. Records of Committee Action: The committee is required to keep minutes of its meetings and abide by applicable [Open Meeting Laws](#).
6. Reports to the Board: The committee shall present its written report or recommendations to the Board at a public meeting designated by the Board.
7. Discharge: The committee is discharged at the time of making its report or recommendations to the Board, unless:
 - a. The committee is requested by the Board to review the report or recommendations and make modifications;
 - b. The decision of the Board is to discharge the committee prior to the making of the report; or
 - c. The committee is a standing committee.
8. Structure: The Chairperson of the Board will appoint a Chairperson of the committee. The Chairperson is the member who reports to the Board. The committee may also select a Secretary.
9. Committees Formed by Fire Chief: From time to time, the Board may direct the Fire Chief to form a committee to study any issue and report to the Board. Any such committee may be formed and shall conduct its business under the direction of the Fire Chief or his designee and shall not be governed by these By-Laws.

ARTICLE V: MEETINGS

1. Meetings: The Board will follow the [Open Meeting Law per A.R.S. §38-431](#) and all public meeting requirements under Arizona law.
2. Notice: Notice will be given per [A.R.S. §38-431.02\(A\)\(3\)\(a\)](#) and shall include an agenda of the matters to be discussed or decided at the meetings.
3. Quorum: Three (3) Members of the Board shall constitute a quorum. Board members must be present in person or in the manner authorized in [Article V, Section 13c](#) during the meeting. Should the Board membership present at the meeting fall below the required number for a quorum, then the meeting may be reconvened at a designated later time or date when a quorum is present.
4. Agenda: The agenda must be available at 24 hours in advance of the meeting, unless (a.) an actual emergency exists, or (b.) a meeting has been recessed and resumed as provided in [Article V Section](#)

9. Except for an emergency situation, only matters listed on the agenda and other matters related thereto may be discussed, considered or decided at the meeting.
5. Regular Meetings: Regular public meetings shall be held monthly, on such a day and such time as the Board may from time to time determine.
6. Special Meetings:
- a. The Chairperson may call a special meeting at any time, by giving the notice required by law and providing an agenda for the special meeting, as required by Arizona Revised Statutes.
 - b. At the written request of two (2) Board Members, the Chairperson shall call a Special Meeting by giving the notice required by law and providing an agenda for the Special Meeting as required by Arizona Revised Statutes. In the event the Chairperson fails to call a Special Meeting, at the written request of two (2) Board Members, the Clerk shall call the Special Meeting.
7. Ratification of a Prior Act: The notice requirement for ratification of a prior act taken in violation of Arizona law is 72 hours. Ratification must take place within 30 days after the discovery of the violation or after such discovery should have been made by the exercise of reasonable diligence. The procedure for ratification is prescribed in [A.R.S §38-431.05\(B\)](#).
8. Emergency Meetings: In the case of an actual emergency, less than 24 hours notice of a meeting may be given and the notice that is actually given shall be appropriate to the circumstances generating the emergency; however, there are three (3) requirements which must be met which are as follows:
- a. An announcement must be made at the meeting of the reasons necessitating the emergency meeting;
 - b. A statement must be made in the minutes of the meeting setting forth the reasons for the emergency meeting; and
 - c. Within 24 hours after the meeting, a public notice must be posted declaring that an emergency session has been held and setting forth the information required under [Article V, Section 2](#).
9. Meeting Recessed: Less than 24 hours notice may be given when a properly noticed meeting is recessed to a later date. Prior to the recess, notice must be publicly given as to the time and place of the resumption of the meeting or the method by which notice shall be publicly given. This notice must also comply with the agenda requirements respecting matters to be addressed when resumed.
10. Order of Business: The order of business at a Board meeting is generally as follows; however, the order of business may be changed by the Chairperson:
- a. Call to Order.
 - b. Roll Call and a determination that a quorum exists.
 - c. Pledge of Allegiance.
 - d. Invocation.
 - e. Declaration of any Conflict of Interest by Board Members.

- f. A call to the public, for comments about the District (subject to a three minute time limitation).
- g. Board Member Reports.*
- h. Chief and Command Staff's Report.
- i. Financial Report and Warrant Review.
- j. Consent agenda items, including the minutes of the previous meeting(s).
- k. Old business/New Business Items
- l. Future Agenda Items.
- m. Adjournment.

*Board Member reports is the time for Board Members to report any classes, training, participating in community events, or other items.

- 11. Minutes: The written minutes record any and all official acts of the District taken by the Board. If any conflict exists between the minutes and any other record of a meeting of the District, then the minutes, as approved by the Board, shall prevail.
- 12. The Approval, Ratification and Amendments to the Minutes: The Board Meeting minutes shall be approved, amended or modified, or accepted at the next regular or special meeting or as soon thereafter as is reasonable. Upon review and approval or acceptance of the minutes, those minutes shall be signed by the Clerk. After the minutes have been approved, amended or modified, or accepted, subsequent amendments or modifications may only be made in accordance with the following requirements:
 - a. An amendment of modification of grammatical, typographical, or other non-substantive error in the minutes may be proposed at any time; and
 - b. A substantive amendment or modification to the minutes may be proposed, discussed, and adopted only at a regularly scheduled public meeting. A substantive amendment or modification to the minutes may only be voted if a majority of the Board Members who originally approved the minutes are present and can vote on the subsequent amendment or modification as Board Members.
- 13. Conduct of the Meeting: The Chairperson will preside at all regular, special or emergency meetings. In the event that the Chairperson is not present, then the Clerk will preside. In the absence of both the Chairperson and Clerk, the Board Member with the most seniority will preside. The meeting shall also be conducted pursuant to the following requirements:
 - a. Voting will be done by voice vote or a show of hands in a manner sufficient to give the Chairperson notice of each member's vote. In the event that a roll call count is requested by any Board Member, then the Chairperson shall require a roll call vote.
 - b. The public shall have access to all meetings except for Executive Session.
 - c. The Board may arrange for participation by telephone or video conference for a Board Member otherwise unable to attend. In the event that a telephone or video conference is made available, then the following procedure must be followed:

- i. the notice or the agenda should state that one or more members of the board will participate by such method to the extent this information is available at the time of posting the agenda;
 - ii. facilities must be set up in order to permit observation of telephone or video communications by those in attendance at the meeting;
 - iii. there should be a clear identification of all members participating by such method; and
 - iv. the minutes of the meeting should identify members participating by telephonic or video communications and should describe the procedures followed.
- d. The Consent Agenda is intended to streamline the purchase of items or services which are included in the District's budget. Any Board Member may request that an item be removed from the Consent Agenda and considered separately. If such a request is made, the Chairperson may alter the order of business to consider the separate item either before or after the remainder, if any, of the Consent Agenda.

ARTICLE VI: EXECUTIVE SESSIONS

1. Requirements: Upon, and only upon, a public majority vote of sufficient members to constitute a quorum, an Executive Session may be held only for the purposes specified by [A.R.S. §38-431.03\(A\)](#).
2. Procedures: Before the Board goes into Executive Session, a majority of the members constituting a quorum must vote at a public meeting to hold such an Executive Session. The vote may permit the holding of an Executive Session during or immediately following the public meeting or at some later date whether specified or to be scheduled.
3. Notice: If an Executive Session is to be held, notice shall be given to the general public stating the specific provision of law authorizing the Executive Session.
4. Agenda: The agenda for an Executive Session shall include only a general description of the matters to be considered and shall not contain information that would defeat the purpose of the Executive Session.
5. Confidentiality: The Chairperson, or other person conducting the Executive Session in the absence of the Chairperson, shall advise all persons present of the confidential nature of Executive Sessions.
6. Limitation on Conduct in Executive Session: The Board may not take an informal or preliminary vote or a final vote or make a final decision in the Executive Session; such action must be taken at a public meeting convened for that purpose. At the public meeting after the Executive Session, sufficient information must be given to the public to apprise the public of the basic subject matter of the action to be taken.

ARTICLE VII: MAINTENANCE OF RECORDS

1. Records Retention: The Board follows all Arizona Revised Statutes Annotated and Arizona State Library, Archives and Public Records Retention Schedule for all records, including minutes and agendas.

2. Minutes: The minutes must be taken of all public meetings and executive sessions, and contents follow Arizona Revised Statutes Annotated.

ARTICLE VIII: FINANCES

1. Annual Report to Cochise County: The Board shall submit an annual report to Cochise County pursuant to the requirements of the law of Arizona, as amended from time to time.
2. Annual Budget: The Board shall prepare an annual budget containing detailed estimated expenditures for each fiscal year. The budget must clearly show the salaries payable to the employees of the District, including the Fire Chief. Notice of the budget must be given as required by the law of Arizona and must be adopted by the Board pursuant to those laws. Copies of the budget must be available to members of the public upon written request. Beginning in Fiscal Year 2013-2014, a complete copy of the adopted budget shall be posted in a prominent location on the [District's official website](#) per [A.R.S. §48-807\(G\)](#).
3. Annual estimate: No later than August 1st of each year, the Chairperson must submit to the Board of Supervisors of Cochise County an estimate, certified by items, of the amount of money required for the equipment and maintenance of the District for the ensuing year, less the amount due from the county Fire District Assistance Tax. The annual estimate must in all other ways comply with the requirements of the laws of the State of Arizona.
4. Authorized Expenditures: The Board is authorized to make expenditures as is permitted by Arizona laws, as amended from time to time. The Board may, by resolution of a majority of the members constituting a quorum, adopt a purchasing policy which may, among other things, include specific authority for officers, appointees, or employees of the District to make expenditures and have signature authority pursuant to the purchasing policy. The purchasing policy may be amended from time to time by a majority vote of the members constituting a quorum.

ARTICLE IX: EXECUTION OF DOCUMENTS

1. General: All documents, instruments or any written material whatsoever binding upon the District, shall be executed by the Chairperson of the Board for the District, or in the Chairperson's absence, by the Clerk, provided, however, that the Board may authorize other Board Members, officers, employees, or appointees of the District to execute documents, instruments, or other written material on behalf of the District.
2. Finance Documents: All documents, instruments, and any written material whatsoever which evidence money owed by, or money owed to, the District should be executed by a minimum of two (2) Board Members. Notwithstanding the foregoing, the Board may authorize officers, appointees, or employees to sign checks pursuant to a purchasing policy adopted under [Article VIII, Section 4](#).

ARTICLE X: FIRE CODE

1. Adoption: The Board currently operates under the 2018 Edition of the International Fire Code, with amendments in accordance with Arizona statutes. The District must keep two (2) copies of the code, including amendments and revisions, on file for public inspection.
2. Amendments or Revisions: Amendments or revisions to the code may be adopted after a hearing. The proposed revisions and/or amendments shall be posted in three (3) public places and published in a newspaper of general circulation in the District 30 days prior to a public hearing to adopt the amendments and/or revisions.
3. Fire Protection Standards: The Board must assist the State Fire Marshal in the enforcement of fire protection standards within the District.
4. Professional Standards: The Board may adopt, amend, or revise such professional standards as it deems appropriate for administration of the District services, including but not limited to the International Fire Code and the National Fire Protection Association (NFPA) Codes and standards.
5. Letters of Appointment: The FFD may, through Letters of Appointment from the Arizona State Fire Marshal's Office, be permitted to conduct fire safety inspections of schools and other state government offices located within the FFD.

ARTICLE XI: PENSION BOARD

1. Participation in the Public Safety Personnel Retirement System (PSPRS) and Pension Fund: The Board shall have the authority to direct the District to participate in and conform to the state standards for the PSPRS. Nothing in this Article shall be construed in a manner contrary to PSPRS standards or requirements. The Local Pension Board shall be organized under, and follow procedures as set forth under [A.R.S. 38, Chapter 5, Article 4: Public Safety Personnel Retirement System](#).

ARTICLE XII: CONSTRUCTION

1. Construction of By-Laws: These By-Laws shall at all times be construed in a manner consistent with Arizona law and any applicable statutes, regulations, ordinances, or standards.
2. Enforcement: These By-Laws may be enforced by an action with the Cochise County Superior Court upon a vote of majority of a quorum of the Board.

ARTICLE XIII: AMENDMENT

1. Interpretation: These By-Laws will be interpreted, to the fullest extent possible, in accordance with Arizona law. In the event any portion of these By-Laws is contrary to a provision of Arizona law, that portion shall be of no further force or effect; however, the remaining provisions of these By-Laws shall remain in full force and effect.

2. Amendment of By-Laws: Amendments to these By-Laws may be proposed in writing at any regular or special public meeting of the Board. Such proposed amendments shall be acted upon at the next regular public meeting of the Board or at a special public meeting called for that purpose, and shall be adopted by an affirmative vote of a majority of the Board Members present. Notice of intention to present amendment to these By-Laws for adoption shall be contained in the notice of the meeting.

Approved and adopted by the Fry Fire District Board at a public meeting on February 19, 2020.

Eric Andersen, Clerk of the Board