

**BYLAWS OF THE
CENTRAL VALLEY RURAL FIRE DISTRICT
BOARD OF TRUSTEES**

Date of Passage: 12-6-06

Amended: 06-09-2020,
05-24-2022

ARTICLE ONE

Creation of Board

Section 1. Statutory Authority. The Board of Trustees of the Central Valley 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

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 of Trustees. The Trustees, in their role of governing and managing the affairs of the District will establish policy and broad guidelines for the District. Due to the importance of governance and execution of the District's legal functions, the Board of Trustees shall establish policies for the continuity of governance and continuity executive functions of the District in case of an emergency.

Section 3. Powers and Duties of Fire Chief. The fire chief shall be hired, supervised, and terminated by the Board of Trustees. The fire chief shall have all powers and duties set forth in Montana and all other applicable law and is the chief executive of the District subject to the governance of the Board of Trustees pursuant to the fire chief job description, policies and procedures and other broad guidelines set by the Board of Trustees. Standard operating procedures developed by the fire chief will be in conformance with the policies and guidelines set forth by the Board of Trustees.

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.

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.

Upon taking office, a Trustee can no longer hold the position of employee or volunteer for the District

under current Montana law.

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 having the financial records compiled and presented to the Board at each regular meeting. The financial records shall be reviewed and approved by the Board at each regular meeting.

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 §2-3-212 MCA, and other applicable law, of the meetings of the Board;
- b. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. make available a copy of these Bylaws for every meeting; and
- d. maintain a record of all Board resolutions.

Section 6. Concurrent Officers. With the exception of the Chair, the Board may elect one of its members to hold any two officer positions. The Secretary or Treasurer may engage or designate District employees or third parties to assist with their duties and responsibilities.

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. review the remaining terms of the Trustees and note the same in the minutes;
- c. elect officers; and
- d. review the broad objectives which guide the Board.

Section 2. Regular Meetings. Regular meetings will be held monthly. The order of business of the regular meetings, as far as possible, shall be:

- a. Call to Order
- b. Roll Call
- c. Review and Approval of Minutes

- d. Review and Approval of Financial Reports
- e. Communications
- f. Public comment in accordance with §2-3-103, MCA
- g. Reports of Officers and Trustees
- h. Order of Business
 - 1. Discussion Items
 - 2. Action Items
- i. Announcements
- j. 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. Trustees shall not discuss, decide or deliberate a matter of significant public interest without proper notice to the public under applicable Montana law.

Section 5. Remote Participation. Trustees shall attend meetings in person. A Trustee may participate remotely, by electronic means if an emergency exists or if the Board authorizes such participation. The Board should not authorize more than one Trustee to participate remotely for any regular meeting, unless emergency conditions such as a pandemic exists and are enacted by the Board..

Section 6. 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 7. 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.

Section 8. Open Meeting Requirements. All meetings of the Board are open to the public in accordance with the 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 or as otherwise described in detail in § 2-3-203, MCA or applicable law.

Section 9. 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. Minutes shall be reviewed by the Trustees and approved at a meeting as soon as practicable after they are made and available.

ARTICLE SIX

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 SEVEN

Approval of Bylaws

These Bylaws were approved unanimously in a regularly scheduled and noticed meeting and amendments were approved on the 24th day of May, 2022.


Chairman

Attest:


Secretary/Treasurer