

BY-LAWS
OF THE WEBER FIRE DISTRICT BOARD OF TRUSTEES

ARTICLE I
GENERAL PROVISIONS

- 1.0 Official Name and Purpose of the District.** The official name of the Service Area created and established by Weber County pursuant to State law and Weber County Ordinance 12-81, a copy of which is attached and incorporated herein by reference, is "Weber Fire District" (herein referred to as "District"). For the benefit of the public, the District shall (a) provide fire protection, emergency services, and related services, (b) interface with government, public, private, business, and other organizations, herein collectively referred to as "another organization" or "other organizations," and (c) accomplish the purposes set forth in State law and in said Weber County Ordinance.
- 1.1 Legal Effect of By-Laws; Choice of Law; Definition of "Law."** These By-Laws, as restated and ratified as effective on the date indicated below, shall take precedence over any conflicting term, clause, or provision (herein collectively referred to as "provisions") of any Resolutions, Rules, Rules and Regulations, etc., of the District, but shall be superseded by any conflicting provisions of State or Federal law. The laws of the State of Utah shall therefore govern the validity of these By-Laws, the construction of their provisions, and the interpretation of the rights and duties of the Trustees and others identified herein. The term "law" shall, unless otherwise indicated, mean Federal law, State law, local law, court orders, etc., as applicable.
- 1.2 Section Headings; Unenforceability and Severability of Provisions.** Section headings are not to be considered a part of these By-Laws and are not intended to be a full and accurate description of the contents hereof. If any provision of these By-Laws is held to be invalid and or unenforceable, then the remainder of these By-Laws shall nevertheless remain valid and in full force and effect. Individual provisions are therefore severable.
- 1.3 Definition of "Board Meeting".** The term "Board meeting" includes any public meeting, public hearing, regular, monthly, special, or other meeting in which (a) business is conducted and (b) a quorum of the Board present (see Article VIII, especially Section 8.3), as set forth in law including, but not limited to, the Utah Open Meetings Act.

ARTICLE II
SELECTION, REMOVAL, AND COMPENSATION OF TRUSTEES

- 2.0 Membership of the Board; Selection of Trustees.** The District's governing body shall be the Board of Trustees (herein collectively referred to as "Board"). Members of the Board shall be referred to as "Trustees," and shall be (a) "bonded," (b) resident registered voters within the District boundaries, and (c) otherwise qualified according to law and these By-Laws. The Board shall consist of ~~ten~~ Eleven total members (or as otherwise set forth herein or by law), selected according to Sections 2.1 and 2.2, but a Trustee shall not be selected who shall simultaneously be a District employee.
- 2.1 ~~Six~~ Seven Municipality-appointed Trustees,** one to be appointed by each Municipality within the District, who shall each serve a term as allowed by law and as determined by the appointing authority of the Municipality.

(a) These Municipalities currently include Farr West, Hooper, Huntsville, Marriott-Slaterville, West Haven, Ogden Valley City, and Uintah.

(b) If an additional Municipality is incorporated or annexed in its entirety into the District, the District shall allow for the appointment of one Trustee immediately upon the filing of the Articles of Incorporation or the completion of the annexation process. A vote of the Board of Trustees would be required in a subsequent meeting to either keep the current number of board members or to decrease by one the number of board trustees at the next biennial election. Following this vote, the By-Laws would require an amendment to reflect the newly agreed board makeup).

2.2 Four Elected Trustees; Candidate Who is a District Employee: Filling Vacancies.

(a) Two Trustees shall be elected at each biennial (in odd-numbered years) election as per Section 2.3 herein and shall each serve a staggered term of four years unless appointed by the Board to fill the remainder of an unexpired Elected Trustee's term.

(b) The candidates to be 'Elected Trustees' shall be (1) resident registered voters from the unincorporated area and (2) elected by the resident registered voters from the unincorporated area in the District, and (3) otherwise qualified according to law and these By-Laws. A candidate who is a District employee cannot campaign while on duty or use his or her position inappropriately. Moreover, a candidate who is a District employee and who has otherwise qualified as a candidate and who is declared elected shall quit, resign, terminate, or retire with an effective date of December 31 or before of said election year. Each four-year term shall commence on January 1 of the appropriate year and shall terminate on December 31 of the appropriate year, or as otherwise required by law.

(c) The Board shall fill the remainder of an unexpired Elected Trustee's term by appointing a resident registered voter who would qualify as a candidate for election at the time of appointment, as per Utah State Code 20A-1-512 et seq. Such a Board-appointed Trustee shall be considered as an "Elected Trustee."

(d) If additional Municipalities are incorporated or annexed in their entirety into the District, there shall be at least one Elected Trustee appointed by the annexing municipality.

2.3 Resignation or Removal of a Trustee. Other than the death or resignation of a Trustee, a Trustee may only be removed from office as follows:

(a) Upon the removal by judicial proceedings of said Trustee, as per Utah Code Section 77-6-1 et seq., or pursuant to any other provision of law, or

(b) For a Municipality-appointed Trustee, upon the removal by the appointing authority of the Municipality of said Trustee, in the sole and absolute discretion of said appointing authority.

2.4 Compensation of Trustees. Each Trustee shall be compensated as follows:

(a) A uniform fixed monthly amount to be established by the Board for each Trustee to compensate for attending Board meetings, Board Committee meetings, meetings of another organization to which a Trustee is the Board's representative, other work during the month, etc., with an additional uniform fixed monthly amount to be paid (if so adopted by the Board) to Executive Committee Members, and with said uniform fixed monthly amounts not being contingent upon attendance at particular meetings, and

(b) Payment or reimbursement for "out of pocket" expenses, travel allowances, and other expenses approved in accordance with guidelines established by the Board.

2.5 Trustees or Other Officials to be Appointed as Representatives to Other Organizations. The Board may appoint any Trustee(s) or Administrative Officer(s) as its official representative(s) to the County-wide dispatch organization, the Utah Association of Special Districts, or any other organization.

ARTICLE III
DISTRICT BOARD RESPONSIBILITIES

- 3.0 Effectiveness: The Board must ensure effective District operations by:**
(a) Developing and communicating a district mission statement;
(b) Appointing the following District Officers (Article IV);
(c) Appointing an Audit Committee (Article VI); and
(d) Being familiar with emerging technology affecting district operations.
- 3.1 Efficiency: The Board must ensure efficient District operations by:**
(a) Regularly reviewing current contracts – Rebid contracts every 5 years;
(b) Reviewing budget-to-actual reports at least quarterly;
(c) Ensuring bank statements are being reviewed at least quarterly; and
(d) Encouraging innovation and cost-saving among employees.
- 3.2 Compliance: The Board must ensure compliant District operations by:**
(a) Obtaining required training:
 - Board member training (every 4 years)
 - Open and Public Meetings Act Training (annually)
 - GRAMA training for records officers (annually)
- 3.4 Ethics and Nepotism: The Board must comply with Utah Code regarding Ethics and Nepotism:**
(b) Implementing and enforcing strong internal controls – (i.e. separation of duties, appropriate oversight of financial activities, bank statements);
(c) Hiring competent staff – including clearly defined skills and qualifications, employee performance measures and annual evaluations;
(d) Ensuring proper notice of meetings and agendas are posted to the Public Notice Website; and
(e) Renewing registration with Lt. Governor’s Office annually.
- 3.3 Reporting: The Board must ensure reporting requirements are followed:**
(a) Adopting a budget before the end of the fiscal year;
(b) Ensuring the board hires a CPA to perform an annual audit;
(c) Ensuring transparency uploads are made on time;
(d) Ensuring Deposit & Investment reports are submitted for June 30 and December 31 to the State Treasurer’s Office; and
(e) Ensuring Impact Fee reports are submitted with financial statements to the Office of the State Auditor, if applicable.
- 3.4 Ethics and Nepotism: The Board must comply with Utah Code regarding Ethics and Nepotism:**
(a) Ethics. The board must follow *Utah Code* 67-16 et seq. regarding ethics and conflicts of interest. This includes acceptance and solicitation of gifts, compensation, or loans by a public officer or employee. A public officer may accept an occasional non-cash gift having a value of \$50 or less. A conflict of interest may be allowed as long as full and proper disclosure is made. Please refer to *Utah Code* 67-16-7 and 67-16-8 or your legal advisor for specific disclosure requirements.
(b) Nepotism. The board must follow *Utah Code* 52-3 et seq. regarding nepotism. Generally, it means that no public officer may employ, appoint, vote for, or recommend a relative or household member for employment. Further, no public officer may directly supervise an appointee who is a relative or householder member. Relative means a father, mother, husband, wife, son, daughter, sister, brother,

grandfather, grandmother, aunt, uncle, nephew, niece, grandson, granddaughter, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law, unless following the allowable exceptions as per *Utah Code* 52-3-1(2)(a).

ARTICLE IV **BOARD MEMBER POSITIONS AND DUTIES**

- 4.0 Board Positions Required by State Law.** State law requires a governing board to appoint a chair, clerk, and treasurer. The board may appoint other officers as the board considers necessary. The offices of chair, and treasurer may NOT be held by the same person, and the Board Chair may also not serve as the Board Clerk the specific responsibilities of each officer are noted below, as well as financial-related governing board responsibilities specifically required by law. (*Utah Code* 17B-1-309 and 17B-1-631 through 17B-1-638). The Board of Trustees shall also appoint a Vice-Chair to serve in the absence of the Chair.
- 4.1 Duties of the Board Chair** shall include:
- (a) Schedule, conduct, and act as Chair of all Board meetings and Executive Committee meetings;
 - (b) Act as official spokesperson for the Board to the public and as official representative to other organizations, unless the Board designates another official spokesperson or representative (section 2.6), and arrange for on-going dialogue and interaction with other organizations, for purposes of cooperation, efficiency, information exchange, insight, analyzing future growth and development, and any other valid purpose, etc.;
 - (c) Oversee and receive reports from the Fire Chief (Section 7.2) and the Board Attorney (Section 5.1) regarding personnel and legal matters, including any relevant disciplinary action and grievances, other issues, etc.;
 - (d) Coordinate and follow through on projects and assignments of Trustees; and
 - (e) Any other powers necessary to comply with applicable law, Board directives, etc.
- 4.2 Duties of the Vice Chair** shall include:
- (a) Act as Board Chair in the absence of or at the direction of same;
 - (b) In the absence of or at the direction of the Chair, act as official spokesperson for the Board to the public and as official representative to other organizations, unless the Board designates another official spokesperson or representative (Section 2.6), and arrange for on-going dialogue and interaction with other organizations, for purposes of cooperation, efficiency, information exchange, insight, analyzing future growth and development, and any other valid purpose, etc.;
 - (c) Oversee and receive reports from the Board Clerk and other officials serving at the discretion of the Board for which oversight has not otherwise been delegated or assigned;
 - (d) Assist the Chair in coordinating and following through on projects and assignments of Trustees; and
 - (e) Any other powers necessary to comply with applicable law, Board directives, etc.
- 4.3 Duties of the Treasurer** shall include:
- (a) Act as Board Chair in the absence of or at the direction of the Board Chair and or Vice Chair;
 - (b) As chief financial officer of the Board and District, review and be responsible for District funds and assets, including the receipt, collection, custody, accountability, and payment of District funds and assets, along with recommendations regarding the same to the Board. This shall also include primary responsibility for reviewing and authorizing all payments from and the placement and status of District funds and assets, signing checks, compiling data for loan or bond arrangements, reviewing payroll records, and inspecting and reviewing the District funds and assets;
 - (c) As Chair of the Budget Committee, primary responsibility for the scheduling of Committee meetings, work sessions, and public hearings on the budget, preparation of the budget, and transmission of all information and recommendations pertaining to the budget, impact fees, bonds, or other financial issues to the Board and other organizations, as appropriate;
 - (d) Chair any other permanent or temporary Board Committee for which a Chair has not otherwise been designated or assigned; and
 - (e) Any other powers necessary to comply with applicable law, Board directives, etc.

4.4 **Duties of the Entire Board** shall include:

- (a) Approve all expenditures – however, the board may authorize a district manager or other official to act as the financial officer for the purpose of approving 1) payroll checks, if the checks are prepared in accordance with a schedule approved by the board, and 2) routine expenditures, such as utility bills, payroll-related expenses, supplies, and materials;
- (b) Set a maximum sum over which all purchases may not be made without the board’s approval;
- (c) Serve on standing or ad-hoc committees as needed;
- (d) Assign and/or appoint the Board Staff (Article V);
- (d) At least quarterly, review all expenditures authorized by the financial officer (*Utah Code 17B-1-642*); and
- (e) Ensure Compliance measures are instituted and followed as outlined in Section IV, *District Board Responsibilities*

ARTICLE V
BOARD STAFF

5.0 **The Board Staff** shall serve at the discretion of the Board, and shall at least include the following:

Board Attorney, Board Clerk, and Administrative Staff, each to specifically perform separate statutory responsibilities.

5.1 **The Board Attorney** shall not be a Trustee, but shall be an independent contractor retained on an hourly basis for an indefinite period of time to assist the Board in fulfilling all its responsibilities set forth in applicable law, Board directives, etc. including, but not limited to:

- (a) Attending all Board meetings, acting as parliamentarian, and providing legal counsel, advice, and representation for the best interests of the Board and District; and
- (b) Drafting and reviewing legal documents and providing other legal assistance as needed, but
- (c) Time billable to the District shall at all times be with the knowledge of the Board Chair or Fire Chief.

5.2 **The Board Clerk** Shall be a permanent appointment, unless otherwise specified, of the District’s Financial Service Manager and shall fulfill all responsibilities in applicable law, Board directives, etc. including, but not limited to:

- (a) Attending all Board meetings and timely transcribing, preparing, and delivering all Board meeting minutes and agendas, and placement of public notices on the Utah Public Notice website;
- (b) Organizing and securing Board and District records for finances, meetings, day-to-day operations;
- (c) Coordinating elections and acting as the District’s election official;
- (d) Coordinating with professional consultants (Section 7.6) to schedule annual and special independent financial audits and any other professional financial/accounting services with the retained accounting firms, and insurance needs with the retained insurance agency, to protect District funds, assets, and personnel;
- (e) Preparing quarterly financial reports;
- (f) Preparing, but not signing, all checks; and
- (g) Attesting to signatures on official documents.

5.3 **The District Administrative Staff** shall not be a Trustee but shall be hired as employees to fulfill fundamental

administrative roles. These include:

- (a) The Fire Chief (Section 7.2)
- (b) The Deputy Chiefs (Section 7.1)

ARTICLE VI
EXECUTIVE COMMITTEE AND OTHER BOARD COMMITTEES

- 6.0** The Board of Trustees shall establish both Standing and Ad-Hoc Committees to comply with Utah State Code and to ensure efficient and effective operations of the Board and the District.
- (a) Counting the Committee Chair, every Board Committee shall have a total of two or more Trustees as members (as specifically set forth herein; otherwise, as the Board directs), with the Board Clerk or other designated person taking minutes, and with the Board Attorney to be present, as needed, to provide legal advice. A quorum for a Board Committee meeting is two Trustees.
- (d) Board Committee meetings are not normally attended by a quorum of Board members (Section 8.3). Section 8.1.c applies if a Board quorum is present at a Board Committee Meeting.
- 6.1** **Executive Committee:**
- (a) The Executive Committee is a standing committee comprised of the Board Chair, Vice Chair, and Treasurer. Officers of the Board (referred to as the *Executive Committee*) shall each be elected for a one-year term by the Trustees of said Board, from among the membership of the Board, with any Trustee, whether appointed or elected, to be eligible to serve in any position.
- (b) Executive Committee Members shall be elected at the first Board meeting in January and annually thereafter, except in the death, resignation, or removal of an executive committee member, in mid-year necessitates a special election to fill the unexpired term.
- (c) The Executive Committee shall, at least annually (in May or June), assess the performance of the Fire Chief/Chief Administrative Officer.
- (d) A majority of the Executive Committee (at least two of the three Executive Committee Members), shall be required to make any temporary appointment or to take any other temporary action, deemed to be an emergency or *time is of the essence* situation, on behalf of the Board. Said temporary appointment or action shall be required to be presented to the Board at the next Board meeting, at which time the Board shall ratify, overturn, or otherwise act upon the Executive Committee's temporary appointment or action.
- 6.2** **Audit Committee**
- (a) The Audit Committee is a standing committee that assists the Board in its financial oversight responsibilities. This committee conducts risk assessments, helps establish internal control policy, and ensures audit findings are addressed.
- (b) The Audit Committee is comprised of a subset of Board members. This ensures that investigations regarding the work of management, external auditors, and internal auditors remain confidential until reports are made public to the Board; and
- (c) Should be composed of Board members who possess the knowledge in accounting, auditing, and financial reporting needed to understand and evaluate the District's financial statements, the external audit, and the District's internal audit activities. Accordingly, the Audit Committee's members, collectively, should:
- 1) Possess the requisite knowledge necessary to understand technical and complex financial reporting issues.
 - 2) Have the ability to communicate with auditors, public finance officers, and the Board.
 - 3) Be knowledgeable about internal controls, financial statement audits, and management/operational audits.
- (d) If no audit committee members have sufficient personal internal control or finance knowledge, the committee must gain this knowledge via a financial expert (either volunteer or paid) advisor. The

financial expert advisor must: be independent of management, be present for meetings, not be a member of the audit committee, and not vote on committee actions;

(e) The audit committee shall establish a District Rule and Regulation specific to the duties of this committee, as well as any other policies necessary to ensure the duties of this committee are fulfilled. Additional and more specific directions and policies shall be established within these rules and regulations.

6.3 Ad-Hoc Committees: Budget, Election, and Other Board Committees:

(a) Ad-Hoc Committees serve to fulfill the temporary needs of the District. These include the Budget Committee, the Elections Committee (as needed), and any other Committee as the Board sees fit.

6.4 Calling of Board Committee Meetings. Board Staff or the Administration may recommend that Board Committee meetings be held. Board Committee meetings may be called by the Board Committee Chair, by any two members of the Board Committee, or as otherwise allowed by law and these By-Laws.

ARTICLE VII

INTERACTION WITH ADMINISTRATION, EMPLOYEES, AND PROFESSIONAL CONSULTANTS

7.0 Board's Statutory Responsibility. As set forth in Title 17A, Utah Code Annotated 1953, the Board employs Board Staff, Administrative Officers, employees, and professional consultants to carry out the fire protection, emergency services, and related services and duties assigned to the District. Additional "job description information" for these positions may be set forth in the District's Rules and Regulations.

7.1 The Administration (individually referred to as Administrative Officers or Chief Officers) shall serve at the discretion of the Board and shall at least include the Fire Chief and the Deputy Chiefs, as set forth in the District's Rules and Regulations. The Administrative Officers are thus **NOT** merit employees.

7.2 The Fire Chief is the Chief Administrative Officer and highest member in the chain of command.

(a) The Fire Chief is at all times directly answerable, accountable, and responsible to the Board regarding hiring, probation completions, training, transfers, promotions, demotions and terminations, resignations and retirement of the District's employees, etc., and for other personnel matters. The fire chief also makes recommendations to the Board regarding Rules and Regulations and budgetary consideration for personnel matters and other matters, etc.

(b) The performance of the Fire Chief shall be reviewed at least annually by the Executive Committee, as per Section 6.1(c).

7.3 Employees of the District, once hired, trained at public expense, and successful in the completion of all probationary requirements, cannot be suspended, demoted, or terminated without cause as defined in law and in the Rules and Regulations of the District, such Rules and Regulations having been adopted in Board meetings.

(a) Employees are entitled to have legal counsel or another representative present with them at any time (although the level of participation in the process by said legal counsel or representative may be limited as allowed by law) and are entitled to contact the same people and information available to the chain of command during a pending grievance or disciplinary process.

(b) As allowed by the Board through the budget process, the fire chief may hire a Financial Services Manager and one or more office staff.

7.4 Grievance and Appeal Procedures.

- (a) The Board as a group, in a Board meeting, possibly in a closed meeting, shall be accessible to any Board Staff or employee who feels aggrieved or who wants to appeal an administrative decision after the administrative process has been exhausted, as per the Grievance and Appeals Procedures set forth in the District's Rules and Regulations.
- (b) The Board may, in the alternative, adopt Rules and Regulations creating a special Grievance and Appeals Panel to fulfill all or some of these responsibilities, said panel to consist of one or more Board members and or one or more administrative, human resources, or legal professionals.
- (c) No punitive action shall be taken against any employee by the chain of command for requesting to meet with the Board or special Grievance and Appeals Panel, in regard to the grievance process.

7.5 Interaction by Trustees with Administration and Employees; Disciplinary Procedures. Except as required for Executive Committee Members, or as otherwise required by these By-Laws, Trustees shall not:

- (a) Become inappropriately or unethically involved in the day-to-day administration of the District, or circumvent the Administrative Officers of the District, or
- (b) Prevent the Administrative Officers from accomplishing their responsibilities in a manner which is legal and or otherwise appropriate, or
- (c) Directly contact any employee of the District (other than Administrative Officers and Board Staff) regarding any personnel matter including, but not limited to, a grievance or disciplinary process, because the Board shall be the board of final review for the grievance and disciplinary processes after any administrative process has been exhausted, but
- (d) This Section 7.5 shall not be construed to prevent Trustees from contacting employees socially or during Board meetings, etc., and shall not be construed to deny employees from having the rights guaranteed by law, by Section 7.3 herein, or by the District's Rules and Regulations. Any personnel problem perceived by a Trustee should be referred to the Board Chair who should confer with the Fire Chief.

7.6 Board's Professional Consultants. As required by law and as requested by the Board, the Board *shall* employ an accounting firm and an insurance agency, and may employ other professional consultants as follows:

- (a) An accounting firm to perform specific accounting, auditing, and other financial services, and to provide an audited annual statement. The accounting firm is paid on a *services rendered* basis, and
- (b) An insurance agency to assess the needs of the District in protecting its funds, assets, personnel, etc., and arranging for bonding and insurance coverage of the same, and
- (c) Other professional consultants under annual renewable contracts, on a services rendered basis, or another method of payment, to provide other specified professional assistance to implement the duties and responsibilities assigned to the District and to protect the District's interests, but
- (d) Time billable to the District by the Board's professional consultants shall always be with the knowledge of an Executive Committee member or the Board Clerk.

ARTICLE VIII

BOARD MEETINGS AND BOARD COMMITTEE MEETINGS

8.0 Minimum of One Board Meeting Per Month; Agendas; and Expulsion from a Board Meeting.

- (a) Scheduling Board Meetings and Board Committee Meetings: The Board shall schedule Board meetings (as defined in Section 1.2) at least once monthly for the purpose of conducting financial and

other business of the District. A schedule of all Board meetings for the year, noting time and place, shall be prepared by the Board Clerk and published on the Utah Public Notice website. (Section 8.2), with an agenda prepared in advance for each Board Meeting, as set forth herein. Board Committee meetings shall be held as required by law or as needed.

(b) Agenda: An agenda shall be prepared for each Board Meeting. Each agenda will include subjects as requested by any Board Member or the Fire Chief/Administrator. Items not appearing on the agenda may nevertheless be discussed at the discretion of the Board Member chairing the meeting, but no action shall be taken by the Board on any subject not included in the agenda. Subjects and issues may be identified in the agenda using general references.

(c) Amendments to the Agenda: The agenda of each Board Meeting may be amended to include additional subjects at the request of any Board Member. An amended notice must be posted at the District's principal office and on the Utah Public Notice website, at least 24 hours prior to the scheduled time of the Board Meeting.

(d) Expulsion from a Board Meeting: The right to attend and observe a Board Meeting does not include the right to participate in the Board Meeting. Public participation in Board Meetings is a privilege granted by the Board in the interest of open government but is not a right. Any person who willfully disrupts a Board Meeting to the extent that the orderly conduct of the Board Meeting is seriously compromised may be removed from the Board Meeting. Should the person refuse to leave the Board Meeting when asked to do so by the Chair, security personnel or law enforcement officials may be called to remove the person.

8.1 Location of Board and Board Committee Meetings.

(a) Board meetings shall be held at Fire Station Number 61 (the "headquarters station"), or at such other location that the Board shall direct.

(b) Board Committee meetings shall be held at Station 61, or at such other location that the Board Committee Chair shall direct.

(c) Board Committee meetings shall not be held if a Board quorum is present (see Section 8.3), unless public notice of the meeting is made in accordance with 8.2.

8.2 Notice and Publication of Board and Committee Meetings.

(a) Agendas for Board meetings and Public Hearings shall be posted to the Utah Public Notice website and at all District Stations, at least 24 hours prior to said Board Meetings.

(b) In addition to posting on the Utah Public Notice website, Public Hearings shall be posted in the Standard-Examiner, published in Ogden, Weber County, Utah, unless otherwise directed by the Board.

(c) As directed by law, any notices of Board meetings and other information, such as changes in or scheduling of Board meetings, and notices regarding the business of the District, shall be timely delivered to the Standard Examiner.

(d) If any Board Member will participate in the meeting through electronic means, the notice requirements of Utah Code Ann. '52-4-207(3) must be satisfied, including notice to all Board Members at least 24 hours before the meeting and including in all notices of the meeting a description of how the Board Members will be connected to the electronic meeting. Such a Trustee voting, after qualifying pursuant to these criteria, is deemed to be "present and voting."

8.3 Attendance at, and Quorum for Board and Committee Meetings. A quorum or minimum number of Trustees Present, either in person or attending electronically, to conduct a Board meeting shall be a majority of the total number of Trustees currently elected and appointed Proxy attendance or voting is not allowed. A quorum for a Board Committee meeting is two Trustees. The following individuals are invited to be in attendance at all Board meetings:

- (a) All Trustees, and
- (b) The Board Clerk or designated substitute, and
- (c) The Board Attorney or designated substitute, and
- (d) The Fire Chief or designated substitute, and
- (e) District professional consultants (as needed), District employees, and the public.

In order to verify an available quorum, Board Trustees are required to notify the Board Clerk in advance if unable to attend a Board meeting.

8.4 Rules of Order and Parliamentary Procedure.

- (a) Except as set forth herein, all Board meetings shall use Robert's Rules of Order, unless the Board adopts other Rules of Order (and Parliamentary Procedure).
- (b) Unless otherwise required by law, these By-Laws, or the adopted Rules of Order, all other votes (in order to pass) require a majority of the quorum present and voting to vote in the affirmative.
- (c) A motion to reconsider requires only a majority of the quorum "present and voting," but with at least as many "present and voting" on the motion to reconsider as voted on the original motion.
- (d) A Trustee may *NOT* vote on (must abstain from) any motion to approve minutes for a Board meeting *NOT* attended by said Trustee, unless needed to form a quorum, and with a motion to not be invalidated in the event of an inadvertent vote regarding minutes for a meeting not attended.
- (e) A roll call will be required for any non-unanimous vote when board members are attending electronically and qualify as "present and voting."
- (f) The Board Attorney or designated substitute shall act as parliamentarian in enforcing and interpreting the adopted Rules of Order.
- (g) Abstaining does not count as "present and voting."

8.5 Preparation and Approval of Minutes.

- (a) All Board meetings shall be recorded by the Board Clerk or designated substitute.
- (b) The Board Clerk or designated substitute shall timely transcribe and prepare all board meeting minutes as per Utah Code 52-4-203. Pending Minutes must be made available within 30 days after holding the open meeting that is the subject of the pending minutes. Within three (3) business days after approval of written minutes of an open meeting, the Board Clerk or designee shall:
 - (1) Post to the Utah Public Notice website, and the District website, a copy of the approved minutes and any public materials distributed at the meeting; and
 - (2) Make the approved minutes and public materials available to the public at the public body's primary office.
- (c) After the approval of the corresponding minutes by the Board, the recording from said Board meetings shall be dated and stored in a secure manner, as directed by the Board or Executive Committee and in accordance with law.
- (d) Minutes shall not be available to the public before the approval of said minutes by the Board, and copies of tapes shall never be made available to the public, unless required by law.

8.6 Work Sessions or Closed Meetings.

- (a) All meetings shall be open to the public, except for discussion of the following:
 - The character, professional competence, or physical or mental health of an individual.

- Deployment of security personnel, devices, or systems.
 - Collective bargaining issues.
 - Pending or reasonably imminent litigation.
 - Purchase, exchange, lease, or sale of real property, including any form of a water right or water shares, if such discussion prevents the district from completing a transaction on the best possible terms.
 - Investigative proceedings regarding allegations of criminal misconduct.
 - Information that is required to be maintained as private or protected by the Utah Procurement Code (*Utah Code* 63G-6a), including trade secrets.
- (b) In a closed meeting, a public body may not:
- Interview a person applying to fill an elected position;
 - Discuss filling a midterm vacancy or temporary absence; or
 - Discuss the character, professional competence, or physical or mental health of the person whose name was submitted for consideration to fill a midterm vacancy or temporary absence.
- (c) Any minutes and recordings of closed meetings shall follow Utah Code 52-4-206, and:
- Shall not be permitted for any closed meeting involving personnel, and;
 - Where required, shall be the responsibility of the board to trustees to record, document, and retain.
- (de) Work sessions or closed meetings may be held as the need arises according to law, and may precede, follow, or be a part of a Board meeting, as per the Open Meetings Act.
- (ed) The purpose for the work sessions and or closed meetings shall always be disclosed in the approving motion in the Board meeting.

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ARTICLE IX

RATIFICATION OF AND AMENDMENTS TO BY-LAWS

- 9.0 Ratification of Original By-Laws.** The original text of these By-Laws was proposed by a super-majority of the Board (defined as a two-thirds majority of the total number of Trustees currently elected and appointed) at a regularly scheduled Board meeting and was then ratified by a super-majority of the Board at a regularly scheduled Board meeting on the 14th day of July 1998, thereby becoming effective on that date. Amendment(s) to or a Restatement of these By-Laws have been and may be proposed and then ratified in a like manner by a super-majority at a regularly scheduled Board meeting, or rejected, as set forth in Sections 9.1 and 9.2 below.
- 9.1 Proposing Amendment(s) or a Restatement.** Amendment(s) to or a Restatement of these By-Laws shall be proposed by a super-majority of the Board at a regularly scheduled Board meeting, where:
- (a) The full text of the proposed Amendment(s) or Restatement has/have been given to each Trustee at least three days in advance of the regularly scheduled Board meeting, and
- (b) The proposed Amendment(s) or Restatement is/are clearly identified on the regularly scheduled Board meeting agenda, and
- (c) The proposed Amendment(s) or Restatement is/are not in violation of or in conflict with any statutory or other provision of law.
- 9.2 Ratifying Amendment(s) or a Restatement.** If Amendment(s) to or a Restatement of these By-Laws is/are proposed by a super-majority of the Board at a regularly scheduled Board meeting, it/they must

then be ratified by a super-majority of the Board at one of the next available regularly scheduled Board meetings (within 75 days); otherwise, the Amendment(s) or Restatement is/are rejected.

- 9.3 This Restatement of the By-Laws** was proposed by a super-majority of the Board on the 10th day of October 2023 and was then ratified by a super-majority of the Board on the 14th day November 2023, said Restatement of the By-Laws becoming effective on the date ratified.

ATTESTED TO BY THE BOARD CHAIR AND BOARD CLERK:

November 14, 2023: _____
Kevin Ward, Board Chair, Weber Fire District Board

November 14, 2023: _____
Andrea Fiske, Board Clerk, Weber Fire District

Approved as to Form and Content by the Board Attorney:

November 14, 2023: _____
Amy Hugie
Board Attorney, Weber Fire District Board