

**NORTH CENTRAL
FIRE PROTECTION DISTRICT
BYLAWS**

Adopted March 24, 2022

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ARTICLE I
NAME, AUTHORITY, PURPOSE AND LOCATION

Section 1. **NAME.**

The name of this District shall be “North Central Fire Protection District,” referred to herein as the “District.”

Section 2. **AUTHORITY.**

- a. The District is formed pursuant to the Fire Protection District Law of 1987, as codified in California Health and Safety Code section 13800, *et seq.*, as amended from time to time.
- b. These Bylaws, and any amendments hereto, shall collectively be known as the “District Bylaws.”
- c. In the event of any conflict between the District Bylaws and the Fire Protection District Law of 1987, the latter shall prevail.

Section 3. **PURPOSES.**

The purposes of the District shall be:

- a. To provide an effective level of fire protection and emergency response services for the preservation of life and property within the District, consistent with available resources.
- b. To sue and be sued in all actions and proceedings in all courts and tribunals of competent jurisdiction.
- c. To take by grant, purchase, gift, devise, lease, or otherwise, hold, use and enjoy, and lease, or otherwise dispose of, real and personal property of every kind and description within or outside the District necessary to the full and convenient exercise of its powers.
- d. To cause assessments to be levied to pay any obligation of the District and to accomplish the purposes of the District in a manner provided for in the Fire Protection District Law of 1987.
- e. To make contracts and employ all persons, firms, and corporations necessary to carry out the purposes and the powers of the District, and at any salary, wage, or other compensation as the Board of Directors shall determine.

- f. To do any and all other acts necessary to carry out the provisions of these Bylaws.

Section 4. LOCATION.

- a. The principal office for the transaction of business of the District is fixed and located at 15850 W. Kearney, Kerman, California 93630 (the "Offices").
- b. Other offices and locations for the transaction of business of the District may be established by the Board of Directors within the boundaries of the District.

**ARTICLE II
MEETINGS, ORDER OF BUSINESS**

Section 1. MEETINGS.

- a. The District Board shall meet no less than once every three (3) months.
- b. The regular meetings of the Board of Directors of the District shall be held on such day, time, or location the Board of Directors may from time to time establish.
- c. The agenda for any regular meeting of the Board of Directors for the District shall be posted in a clearly visible and accessible site in the at the District's principal office and each meeting place no less than seventy-two (72) hours prior to the regular meeting. The agenda shall contain a description of each item to be transacted. Items not appearing on the agenda shall not be transacted, except in compliance with the applicable provision of California Government Code section 54950, *et seq.*
- d. Special meetings of the Board of Directors of the District may be called at any time by the Board Chair or by a majority of the Board of Directors. Notice of the holding of a special meeting shall be personally received by each member of the Board of Directors at least twenty-four (24) hours before the special meeting. Notice of each special meeting shall be posted at the designated area for posting Board of Director meeting agendas at least twenty-four (24) hours prior to the special meeting.
- e. All meeting sessions of the Board of Directors of the District, whether regular or special, shall be conducted in accordance with

the Fire Protection District Law of 1987 (California Health and Safety Code section 13800, *et seq.*) and the Ralph M. Brown Act (California Government Code Section 54950, *et seq.*) (“the Brown Act”).

Section 2. ORDER OF BUSINESS.

- a. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.
- b. The Secretary of the Board of Directors shall cause to be kept at the Offices of the Board of Directors a book of minutes of all meetings of the Board of Directors showing the time and place, whether regular or special, and, if special, how authorized, the notice given, the name of the directors present, and a statement of the vote of the directors on all motions and resolutions.
- c. The Board of Directors shall act only by ordinance, resolution, or motion. Except as specifically provided to the contrary in the Fire Protection District Law of 1987, as amended, a recorded vote by a majority of the total membership of the Board of Directors is required on each action.
- d. Decisions of the Board of Directors of the District establishing ordinances, general rules, requirements and/or procedures affecting the Board of Directors shall be by resolution. All other decisions of the Board of Directors, unless otherwise controlled by statute, shall be by motion, which shall become effective upon the affirmative vote by the majority of the directors present upon entry in the minutes, or as otherwise provided by law or these Bylaws.
- e. The Board Chair shall be in charge of setting items of business on the Board’s agenda. Any Board member wishing to include an item of business on the agenda shall notify the Board Chair at least one (1) week before the Board’s regular meeting or at least three (3) days before any special meeting. The Board Chair shall consider all such requests and, in his or her discretion, set the agenda. If an item of business requested by a Director is not placed on the agenda by the Board Chair, a request to place the item on a future agenda may be raised by the Director under the directors’ comments section of the agenda. If a majority of the Board concurs, the item shall be placed on the next regular or special agenda. Items to be placed on the agenda by District staff shall likewise be processed as described above.

- f. The meetings of the Board of Director shall be conducted pursuant to the most current edition of Robert’s Rules of Order. Directors shall defer to the Board Chair for conduct of meetings but shall be free to question and discuss items on the agenda. All comments should be brief and confined to the matter being discussed by the Board.

**ARTICLE III
GOVERNING BOARD**

Section 1. DIRECTORS.

The District shall be governed by a Board of Directors (the “Board”) consisting of five (5) persons elected or, when there is a vacancy, appointed in accordance with the Fire Protection District Law of 1987, as amended, and other laws of the State of California to exercise the powers, privileges, and the duties of the District. Each member of the Board of Directors shall be a registered voter residing within their designated division.

Section 2. POWERS.

- a. The Board of Directors shall have and may exercise all of the powers given to it by the Fire Protection District Law of 1987.
- b. From time to time the Board of Directors may pass resolutions and ordinances regarding specific policy issues. Such resolutions and ordinances may establish policy for the operation of the District and any of its facilities.
- c. The Board of Directors shall determine the policies and procedures and shall have control of and be responsible for the overall operations and affairs of the District and its facilities, according to the best interests of the communities served by the District.
- d. The Board of Directors shall have the power to review and approve capital expenditures for the benefit of the District or any facilities operated by the District.

Section 3. DUTIES.

- a. Members of the Board shall operate the District in accordance with the best interests of the public and make and enforce all rules, regulations, and bylaws necessary for the administration, government, protection and maintenance of the District under their management and property belonging thereto.

- b. Members of the Board shall make and execute in the name of the District all necessary contracts, adopt a seal for the District, provide for the payment of all the debts and claims against the District, and employ agents and employees for the District sufficient to maintain and operate the property acquired for the purposes of the District.
- c. Members of the Board may acquire real or personal property for the purposes of the District, dispose of property when no longer needed, construct needed structures, and acquire, hold and possess, either by donation or purchase, in the name and on behalf of the District any land or other property necessary for the purposes of the District.
- d. Members of the Board shall eliminate and remove fire hazards within the District wherever practicable and possible whether on private or public premises and to that end may clear the public highways and, where, permitted, private lands, of dry grass, stubble, brush, rubbish, or other inflammable material, which in their judgment constitutes a fire hazard.
- e. Members of the Board may adopt ordinances to prevent fires and conflagrations, and for the protection of property at and during the pendency of any fire, and for that purpose may provide that at and during the pendency of any fire the officers of the fire company or companies present are vested with the powers of peace officers.
- f. An ordinance adopted by the Directors shall be signed Board Chair and Secretary, and published in a newspaper printed in the District, or posted in three (3) of the public places of the District, for a period of two weeks, at the end of which time it becomes a law for the government of the inhabitants of the District.
- g. Members of the Board shall perform the duties and responsibilities required by the Fire Protection District Law of 1987, other public agencies laws applicable to the District, and applicable state and federal laws and regulations.
- h. Members of the Board shall perform all other acts necessary, proper and convenient to accomplish the purposes of these Bylaws.

Section 4. ELECTION AND VACANCIES.

- a. The Board of Directors shall be elected as provided in the Fire Protection District Law of 1987.

- b. The Board of Directors shall be elected by divisions, consistent with the provisions in Elections Code section 10010, *et seq.*
- c. The term of office of each member of the Board of Directors shall be four (4) years or until his or her successor qualifies and takes office, as provided in California Health and Safety Code section 13843
- d. A vacancy in the office of the Board of Directors shall be filled by appointment or election as prescribed in California Health and Safety Code section 13852 and California Government Code sections 1779 and 1780.

Section 5. RESIGNATIONS

Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors or to the Secretary of the Board of Directors. Any such resignation shall take effect on the date the notice is received or any later time specified in the notice. Unless specified in the notice, the acceptance of such resignation shall not be necessary to make the resignation effective.

Section 6. ATTENDANCE

Members of the Board of Directors shall attend all regular and special meetings of the Board unless there is good cause for the absence.

Section 7. COMPENSATION.

The Board of Directors may receive compensation as set forth in California Health and Safety Code section 13857(a) or as set forth in a resolution adopted pursuant to California Health and Safety Code section 13857(b).

**ARTICLE IV
OFFICERS**

Section 1. OFFICERS.

- a. The officers of the District shall be members of the Board of Directors and are elected. The officers of the District shall include a Chair, Vice-Chair, and Secretary. The Chair, Vice-Chair, and Secretary and such other officers as may be designated by the Board of Directors shall be elected by the Board of Directors.

Within 90 days after their initial election or appointment and after each general district election or unopposed election, the District Board shall meet and elect its officers.

- b. A District Treasurer shall be designated pursuant to California Health and Safety section 13854(a) or section 13854(b).
- c. Each officer so elected shall serve a term of one year, or until their successor is elected, provided, however, that an officer may resign at any time or be removed by majority vote of the other members of the Board of Directors of the District then in office at any regular or special meeting of the Board of Directors. Reasons for action shall be given to the members of the Board of Directors ten (10) days prior to that action.
- d. In the event of a resignation or removal of an officer, the Board of Directors shall elect a successor to serve for the balance of that officer's unexpired term.

Section 2. CHAIR.

The Board of Directors of the District shall elect one of its members to act as Chair and, if at any time the Chair shall be unable to act, the Vice-Chair shall take the Chair's place and perform their duties. The Chair or officer acting as such as provided:

- a. Shall preside over all meetings of the Board of Directors of the District.
- b. Shall sign, as Chair, such contracts, conveyances and other instruments in writing as the Board of Directors shall authorize or direct the Chair to sign.
- c. Shall be responsible for coordination and liaison with District legal counsel, auditors and consultants.
- d. Designate members of the Board to undertake special responsibilities and to report to the Board on those activities.
- e. Appoint members of standing and ad hoc committees.
- f. Represent the Board at official functions when necessary, serve as spokesperson for the Board regarding Board actions, and keep the Board informed of such occasions.

- g. Shall perform such other duties as pertain to the office, as prescribed by the Board of Directors.

Section 3. VICE CHAIR.

In the absence or inability of the Chair to serve, the Vice-Chair shall perform the duties of the Chair, and shall perform other duties as pertain to the office as are prescribed by the Board.

Section 4. SECRETARY.

- a. The Secretary shall act as Secretary of both the District and the Board of Directors. The Secretary's responsibilities may be delegated to one or more members of the District's staff.
- b. The Secretary shall be responsible for seeing that records of all actions, proceedings, and minutes of meetings of the Board of Directors are properly kept and maintained in the office of the Board of Directors.
- c. The Secretary shall be responsible for seeing that all ordinances and resolutions of the Board of Directors pertaining to policy and government of the District and its facilities are properly recorded and are maintained in the office of the Board of Directors.
- d. The Secretary shall serve, or cause to be served, all notices required by law or the District's Bylaws and, in the event of their absence, inability, refusal or neglect to do so, such notices shall be served by any person thereunto directed by the Chair or Board of Directors.
- e. The Secretary shall perform such other duties as pertain to their office and as are prescribed by the Board of Directors of the District.

Section 5. TREASURER

The District Treasurer shall draw checks or warrants to pay any demands which have been audited and approved in the manner prescribed by the District Board.

ARTICLE V COMMITTEES

Section 1. GENERAL PROVISIONS.

- a. Committee members shall be appointed by the Chair, subject to the approval of the Board at the first regular meeting of the Board each calendar year.
- b. The Chair shall appoint Board members to participate in established committees as liaisons to the Board.
- c. Committees of the Board shall be standing or ad hoc.
- d. The Chair shall appoint no more than two (2) members of the Board of Directors to participate in committees. Appointed Board members shall be assisted by staff and consultants to the District.
- e. Each committee shall report its activities to the Board of Directors.

Section 2. STANDING COMMITTEES

Standing committees must comply with the public notice and open meeting requirements of the Ralph M. Brown Act. Standing committees are those committees that have continuing subject matter jurisdiction over an item or an area of business.

Section 3. AD HOC OR SPECIAL COMMITTEES.

Ad Hoc or Special committees may be established by the Chair with the approval of the Board of Directors for such special tasks as circumstances warrant. It shall be the duty of the Chair to appoint or replace the chairperson and member of each Ad Hoc or Special committee. The Ad Hoc or Special committee shall limit its activities to the accomplishments of the task for which it is appointed and shall not have power to act, except as is specifically conferred by action of the Board. Upon completion of the task for which appointed, such Ad Hoc or Special committee shall stand discharged.

Pursuant to the requirements of the Ralph M. Brown Act, ad hoc committee meetings may, but are not required to be, publicly noticed and open to all members of the public.

**ARTICLE VI
FINANCE**

Section 1. PRELIMINARY BUDGET

- a. On or before June 30 of each year, the District shall adopt a preliminary budget which shall conform to the accounting and budgeting procedures for special districts contained in Title 2 of the California Code of Regulations sections 1031.1 through 1117.5 and sections 1121 through 1127.
- b. At the time and place specified for the meeting, any person may appear and be heard regarding any item in the budget or regarding the addition of other items.

Section 2. FINAL BUDGET

- a. On or before October 1 of each year, after making any changes in the preliminary budget, the Board shall adopt a final budget. The final budget shall establish its appropriation limit pursuant to the California Government Code sections 7900 through 7914.
- b. A copy of the final budget shall be forwarded to the auditor of each county in which the district is located.

**ARTICLE VII
NONDISCRIMINATION POLICY**

The District, including its members of the Board of Directors, officers, employees and agents, shall not engage in discrimination on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, or marital or family status.

**ARTICLE VIII
SEVERABILITY**

If any article, subsection, paragraph, sentence, clause or phrase of the District Bylaws is for any reason held to be in conflict with the provisions of the Fire Protection District Law of 1987 or any other law, statute, rule or regulation, such conflict shall not affect the validity of the remaining portion of the District Bylaws.

ARTICLE IX

CONFLICTS OF INTEREST

Section 1. CONFLICTS OF INTEREST.

Pursuant to Government Code section 1090, members of the Board and officers of the District shall not be financially interested in any contract made by them in their official capacity, or by the District or any body or board of which they are members. Members of the Board or officers of the District shall not be purchasers at any sale or vendors at any purchase made by them in their official capacity.

Section 2. PERMISSIBLE INTERESTS.

The Board of Directors may approve a proposed transaction in which a member of the Board or officer of the District has only a non or remote interest, as defined by Government Code sections 1091 through 1091.5, or other interest allowed by law, upon the disclosure of such interest pursuant to the requirements of Government Code section 1091, the Fire Protection District Law of 1987, or other applicable laws.

Section 3. DUTY TO DISCLOSE.

Members of the Board of Directors and officers of the District shall disclose any potential conflict to the Board of Directors prior to entering into any transaction entered by the District, and prior to participation in any related meetings, negotiations, discussions or other matters related to the transaction. Members of the Board of Directors and officers of the District shall abstain from participating in meetings, negotiations, discussions or other matters relating to a transaction in which the Board Member or office of the District has a conflict of interest.

ARTICLE X INDEMNIFICATION

Section 1. BOARD MEMBERS, OFFICERS & EMPLOYEES.

To the fullest extent permissible under California law, the District shall indemnify and provide a defense to its current and former members of the Board of Directors, officers and employees with respect to any civil action or proceeding brought against him or her on account of an act or omission in the scope of employment or other duties with the District, provided that the District need not provide a defense when it determines that the member, officer, or employee acted or failed to act because of actual fraud or corruption or the officer. In the event an officer or employee is found

liable for punitive damages, the District shall not be responsible for paying such award.

ARTICLE XI AMENDMENTS

Section 1. AMENDMENT BY MAJORITY.

The District Bylaws may be amended by affirmative vote of majority of the total members of the Board of Directors at any Regular or Special meeting of the Board of Directors, provided a full statement of such proposed amendment shall have been sent to each member of the Board of Directors not less than ten (10) days prior to the meeting.

Section 2. ACTION TO AMEND.

Affirmative action may be taken to amend the District Bylaws by unanimous vote of the entire membership of the Board of Directors at any Regular or Special meeting of the Board of Directors in which event the provision for ten (10) days notice shall not apply.

