



Bylaws of the

TALLAHASSEE FIRE PROTECTION DISTRICT

2518 State Hwy 9, P.O. Box 510

Canon City, CO 81215

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Tallahassee Fire Protection District

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Introduction

The Tallahassee Fire Protection District (“TFPD” or “District”) operates according to the current version of the Board Member Manual published by the Special District Association of Colorado. To avoid duplication with the Manual, only clarifications and rules specific to the TFPD are covered in these Bylaws.

Article I – District Matters

1.1 Board of Directors

The Board of Directors is the governing body of the TFPD and shall be responsible for all aspects of the administration, operations, finances and policies of the District. An individual Director shall not commit the District to any policy, act, agreement, or expenditure without specific Board authority and direction.

The Board can act only through a majority vote of the Board members. Individual Board members have no power or authority to take any action or make any statements on behalf of the Board or the District. Individual Board members do not have the power or authority to direct District employees to take any action. Individual Board members shall not give directions to the Fire Chief or other District employees except as specifically authorized by a majority vote of the Board members. In order to foster an effective and efficient line of communication between the Fire Department Operations personnel and the Board, any directions from the Board shall be communicated to the Fire Chief, unless otherwise determined by a majority vote of the Board members.

Nothing in these Bylaws or any other District rule, policy or procedure is intended to and shall not be construed as, prohibiting an individual Board member from exercising his/her First Amendment right to state his/her personal opinion on any matter of public concern, as long as the individual Board member does so in a manner that ensures the recipient(s) of the individual Board member’s opinions understand that the Board member is expressing his/her person opinion and is not authorized to express, and is not expressing, the opinion or position of the Board.

The officers of the Board of Directors shall consist of five (5) members: President, Vice President, Treasurer, and two additional Board members.

1.2 Responsibilities of the President

The President, or Chairperson, shall be the chief executive of the District, and shall supervise all of the activities and functions of the District, subject to any resolution, ordinance or direction of the Board. Unless otherwise specified by a majority of the Board, the President shall execute all contracts, agreements or other instruments which the Board has authorized him/her to sign on behalf of the District. Contracts or agreements may also be signed by other officers delegated that responsibility by the Board, or by the Vice President in the absence of the President. The President shall serve as Chairperson at all meetings at which the President is in attendance. He/she shall perform such other duties as may be assigned by the Board. This position is an elected official.

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1.3 Responsibilities of the Vice President

In the event the President resigns, or is removed, absent, or disabled, the Vice President shall perform the President's duties. The Vice President shall also perform such other duties as assigned by the Board. If the President is absent from a meeting, or disqualified from participating in an agenda item, the Vice President shall perform the duties of the Chairperson. This position is an elected official.

1.4 Responsibilities of the Treasurer

The Treasurer shall keep strict and accurate accounts of all money received by and disbursed on behalf of the District in permanent records. The Treasurer shall file with the Clerk of the Court, at the expense of the District, a corporate fidelity bond in an amount determined by the Board, but not less than \$5,000 or such amount as may be required by C.R.S. 32-1-902(2), conditional on the faithful performance of the duties of the Treasurer's office. The Treasurer shall be the principal financial officer of the District and may call upon the Fire Chief and Administrative Staff or utilize the services of the District's Accountants and/or bookkeeper, to assist with the Treasurer's performance of his/her duties. The Treasurer shall also perform such other duties as assigned by the Board. If the President and Vice President are absent from a meeting, or are disqualified from participating in an agenda item, the Treasurer shall perform the duties of the Chairperson. This position is an elected official.

1.5 Responsibilities of the Secretary

The Secretary shall be the "Custodian of Records" of the official records for the District, to include a record of all of its proceedings, minutes of all meetings, certificates, contracts, agreements, bonds given by employees, and all corporate acts, which shall be open to inspection of all electors, as well as to all other interested parties, per the District's Colorado Open Records Act (CORA) policy. The Secretary shall file applicable District documents and attest to all contracts or agreements signed by the President or other officers of the District. The Secretary may delegate the ministerial portion of these functions to a recording secretary, who shall be directly responsible to the Secretary, and the Secretary shall retain ultimate responsibility for these functions notwithstanding any such delegation. In the absence of the Secretary, another officer of the District may attest to contracts or agreements signed by the Board; provided that, no officer may both sign and attest the same contract or agreement. The Secretary shall also perform such other duties as assigned by the Board. This position may or may not be an elected official.

1.6 Director Conduct

In order to foster a cooperative environment and to further the District's goal of providing quality, cost-effective services, Board members shall observe the following code of ethical conduct during their term of office:

- a. The dignity, style, values and opinions of each Director shall be respected;

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- b. Directors shall endeavor to be responsive and attentive in communications with other Directors, Board personnel, the Fire Chief and the public;
- c. Meeting the needs of the District's constituents should be the primary purpose of each Director;
- d. The primary responsibility of the Board of Directors is the formulation and evaluation of policy for the District; day-to-day operations of the District should be left to the Fire Chief;
- e. Directors should focus on issues, not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided;
- f. Different points of view are healthy in the decision-making process and are encouraged;
- g. Once the Board has voted on an issue, individual Directors shall not take any actions that would create barriers or otherwise impede the District's ability to implement the Board's decision;
- h. The smooth working of the District is a team effort. All individuals should work together in a collaborative process to assist each other in conducting the District's affairs. The Board functions as a whole and individual Directors have no authority to speak on behalf of the Board or the District, or to bind the District through their individual actions or statements; and
- i. Directors shall at all times conduct themselves with courtesy to each other, the Fire Chief, District members, Fire Department Operations personnel and to the public present at Board meetings.

1.7 Compensation

Directors of the TFPD are not compensated.

Article II - Meetings

2.1 Location and Notice of Meetings

The Board shall meet regularly at a time and in a place to be determined by the Board. At its first regular meeting of each year, the Board must designate the time and place for all regular Board meetings for the year. When the time, date or location of a regularly scheduled meeting is changed, notice of the new meeting time, date or location must be posted at least seventy-two (72) hours prior to the new meeting.

Per Colorado House Bill 19-1087, all public notices are posted on the TFPD website: www.talxfire.com.

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Special meetings may be held as often as the needs of the District may require, upon notice to each Director. A “study session” or “workshop” constitutes a special meeting and shall comply with all requirements for conducting a special meeting under these Bylaws. All official business of the Board shall be conducted only during duly posted regular or special meetings at which a quorum is present.

2.2 Public Comment

The public shall be given an opportunity to offer comments at any meeting of the Board open to the public. Each person will have three minutes to make remarks. Each person may speak only once during public comment.

- a. Speakers must begin with remarks by stating their name and address.
- b. Speakers must direct their comments to the Board and address the Board as a whole. Speakers must not direct their comments to the audience or to individual Board members. Discussions between speakers and members of the audience will not be allowed.
- c. Public comment is not intended to require the Board to answer any impromptu questions or to accept written remarks or supporting documents. The Board will advise speakers who wish to submit questions, written remarks, or support documents on the appropriate procedure to do so.
- d. Speakers must be courteous in their language, presentation and remarks. Speakers must refrain from personal attacks, the use of profanity and other inappropriate conduct.
- e. Only one speaker will be acknowledged at a time.

Members of the Board shall not engage in discussion or other discourse regarding a matter with the speaker, general public or each other during public comment. If a matter raised during public comment requires further follow-up, the Board shall advise the speaker on the appropriate staff member to contact. Members of the public who wish to have a specific matter placed on the meeting agenda for discussion shall contact the District President via email five days before the meeting with such a request. The Board and/or District staff shall determine, in its sole and absolute discretion, whether the matter shall be placed on the meeting agenda.

2.3 Procedure

To the extent practicable, and in the absence of a rule governing a point of procedure, the Board shall follow the Roberts’ Rules of Order. Failure of the Board to abide by the provisions of Roberts’ Rules of Order shall not invalidate any Board action otherwise taken in compliance with State law. Notwithstanding the foregoing, the following actions may be taken despite any provision of Roberts’ Rules of Order to the contrary:

- a. The President or Chairperson may vote on any Motion or Resolution brought before the Board, unless prohibited from voting by any Federal or State law; and

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- b. The President or Chairperson may make any motion or initiate action on any proposed Resolution.

2.4 Majority Rule

The vote of a majority of the Directors present, on any question not required by law or by these Bylaws to be unanimous, shall be conclusive, and shall be sufficient for the adoption of any motion, resolution, ordinance or other action of the Board. In an emergency, a Director may participate and vote in any Regular or Special meeting by video conference or telephone, provided a majority of the Directors attend the meeting in person. Voting by proxy is prohibited.

Article III - Financial Matters

3.1 Fiscal Year

The fiscal year of the District shall begin on January 1st and end on December 31st of each year.

3.2 Bank Accounts

The moneys of the District shall be deposited in the name and to the credit of the District in such bank(s) or trust company as are authorized by law to hold such public funds. The Board, by appropriate motion or resolution, shall identify the individuals who are authorized to withdraw funds. Notes and commercial paper, when authorized by the Board of Directors, shall be signed in the name of the District by such officer(s) or agent(s).

3.3 Books and Records

The District shall keep correct and complete books and records of financial accounts. A full accounting of the revenue and expenses for each month and year to date are presented to the Board at its monthly meeting. Monthly Treasurer's Reports will be posted on the TFPD website.

Article IV – Records Retention

4.1 Public Right to Access

Colorado statutes and the Colorado Open Records Act (CORA) require records to be available to the public, although it takes into account the burdens that may be placed on local governments to respond to requests for public records and incorporates a reasonableness standard of time and cost of producing the materials. The Open Records Act permits (and in some cases requires) the official custodian to deny public access and disallow inspection of some documents under specific circumstances. Consult the CORA (also listed in the SDA Board Member Manual) for specifics.

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4.2 Records Custodian

The “Official Custodian” (the District officer or employee responsible for the maintenance, care and keeping of public records) is the District Secretary. The “Primary Official Custodian” is the District President and is responsible for complying with the District’s ‘Policy on Responding to Open Records Requests’ which is posted on the TFPD website.

Article V – Other Matters

5.1 Administrative Staff and Consultants

1) Fire Chief – The Fire Chief shall be hired by the Board and answers directly to the Board. The Chief may be paid such compensation for his services as the Board may determine. The Fire Chief shall plan, organize, train, supervise and direct all of the firefighting, emergency services and support personnel of the District. The Fire Chief shall also be responsible for proper maintenance of all firefighting, fire prevention and EMS equipment of the District at all times, and shall further ensure the best possible firefighting, fire prevention and emergency medical services to the people and property within the District. The Fire Chief shall also act as a technical consultant to the Board in matters relating to firefighting and fire prevention techniques, personnel, equipment, training and planning. The Fire Chief shall have sole discretion to approve applications of firefighter volunteers and the sole discretion to dismiss any firefighter volunteers. The Fire Chief may delegate his/her duties to such persons, as he/she may deem necessary, and as approved by the Board.

2) EMS Coordinator – The EMS Coordinator is responsible for the District’s medical services. The Coordinator answers directly to the Fire Chief and is responsible for maintaining records of medical calls, medical training and continuing education, evaluating performance of medical personnel and maintaining medical equipment in proper working condition.

The EMS Coordinator will generate an annual EMS budget and has the authority to use the budget as approved by the Board. He/she will coordinate with the District’s Medical Director and ensure that the District is in compliance with all laws, regulations and requirements given by the Medical Director. The Coordinator will attend EMS Council meetings on behalf of the District.

2) Accountant – The Board may appoint an Accountant to advise the District. He/she will interact with the Bookkeeper, banking officials and Board Treasurer in the execution of his/her duties. The accountant shall attend such meetings as the Board may request.

3) Bookkeeper – The Treasurer and/or Accountant will research and recommend bookkeeping agencies who will officially maintain the District financial books to include processing employee payroll, making deposits, paying taxes and advising on other financial matters as deemed necessary by the Treasurer and/or Accountant.

4) Legal Counsel – The Board shall retain an attorney, who shall be Legal Counsel of the District. This attorney shall be retained for such period of time and on such basis of compensation, as approved by the Board. Said attorney shall act as legal advisor to the Board on all matters of the District, shall draft all ordinances which may be presented to the Board for their consideration,

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shall represent said District in all lawsuits, proceedings and actions wherein said District may be involved in any Court, or before any public officer, body or board of agency, may be present at all meetings of the Board, and shall draft all contracts, documents, agreements or other papers which may be necessary or appropriate to the business, properties and affairs of the District.

5) Other Consultants – The Board shall have the right to retain such additional agents, attorneys, engineers, auditors and consultants as it deems necessary to carry out the duties of the District. Such Other Consultants may be paid such compensation for their services as the Board may determine.

5.2 Amendments to Bylaws

These Bylaws may be amended, repealed, or altered, and new Bylaws may be adopted at any regular meeting of the Board or at any special meeting called for that purpose; first read at a regular scheduled monthly meeting of the Board and second read and considered for adoption at the next regularly scheduled monthly meeting of the Board. Bylaws can be helpful in maintaining order and providing a framework for the Board's actions. State and Federal laws take precedence over District Bylaws.