

**CORTEZ FIRE PROTECTION DISTRICT  
SPECIAL BYLAWS COMMITTEE MEETING  
April 24, 2013**

*(The special By-laws Committee meeting was scheduled by Lori Johnson, Chairperson of the committee, and was noticed in the Legal Section of the Cortez Journal, the paper of record, on Friday, April 19, 2013.)*

**CALL TO ORDER**

Committee members appointed by the Board of Directors at the April 10, 2013 meeting were Lori Johnson, Chairperson, Orly Lucero, Kent Lindsay, Keenan Ertel and Jim Bridgewater. Ms. Johnson and Mr. Lucero were present for the meeting which commenced at 5:07 p.m. Mr. Bridgewater arrived at 5:11 p.m. Also present was Administrative Assistant Wendy Mimiaga.

**PUBLIC COMMENT**

There was no public comment.

**NEW BUSINESS**

The draft proposed bylaws were projected onto the screen to show the changes as they were made. Each member of the committee had a hard copy of the document to follow along. Ms. Johnson thought the best way to go through the document would be to address each section from the beginning.

Mr. Lucero had compared the two documents, the current bylaws and the proposed bylaw, and believed the format of the proposed bylaws was more fluid than trying to rearrange the document to reflect the format of the current bylaws.

Ms. Johnson noted that the proposed bylaws are longer than the current bylaws, but feels that as the District continues to grow, a more detailed and professional version of the bylaws will be helpful.

It was decided that the references to the Colorado Revised Statutes should all be written uniformly throughout the document, i.e. C.R.S. § 32-1-103(5)(a). This will also make it easier to look up the corresponding State Statute when needed.

It was noted that the majority of the sections in the new proposed bylaws, as with the current bylaws, are directly written out of the Colorado Revised Statutes.

It was discussed that Article III, section 3.2 Director Conduct, resembled information from 'board training' sessions, and the consensus was that it should stay in the bylaws and will be helpful to current and future new board members to know what the expectations are for the position.

Discussion ensued about the length of the Directors term. Directors are elected for four (4) year terms. In the event that a Director resigns mid-term, the remaining Directors would then appoint a new Director until the next regularly scheduled election. This could then be an election for a two (2) year term, based on the length of time originally served by the originally elected Director, to complete the original time frame of the original term. The terms are staggered, three (3) Directors at one election and two (2) Directors at another election, so you are not electing five (5) new Directors at one election. (C.R.S. § 32-1-905 (2)(a))

Term Limits are set by the Colorado Constitution art. XXVII, § 11(1), "...no elected member shall serve more than two (2) consecutive terms in office, except that with respect to terms of office which are two (2) years or shorter in duration, no such elected official shall serve more than three (3) consecutive terms in office." It was discussed that term limits should be added to the bylaws.

Under Article III Section 3.8 Powers of the Board, it was discussed that this entire section is written directly from the State Statutes, C.R.S. § 32-1-1001, however, Mr. Lucero noted that he would like to change paragraph d (1) regarding notice for bids, "...involving an expense of \$60,000 or more of public moneys." to \$25,000 or more of public moneys. As this is more restrictive than the state law, it would be permissible.

In regard to Article III, section 3.8, paragraph q (1) regarding fees for ambulance services, Ms. Johnson commented that based on the service agreement, she believes that it reads that the District would not initiate an ambulance service as long as the Hospital District is here. When the District was formed it

agreed not to compete with the hospital, even though it is permissible for a Fire District to provide and charge for an ambulance services as per C.R.S. § 32-1-1002 (1)(e)(l). It was agreed that it should remain in the bylaws as it is the State law, and the agreement with the hospital, or the service agreement, could change. Mr. Bridgewater added that the hospital would have to initiate the discussion of the District taking over the ambulance. It has been alluded to in the past, but not recently. It is also thought that the District would lose money in such an endeavor. The District would need to make a lot of changes, more personnel, equipment, building, etc. It could happen though, so it does need to remain in the bylaws.

Under Article III, Section 3.12 Conflict of Interest, Ms. Johnson again noted that this is referenced from State law, C.R.S. § 18-8-308. Ms. Johnson commented on a past statement that if a majority of retired firefighters ended up on the Board, it could happen that some business might not be accomplished due to a conflict of interest, and hence not being able to meet a quorum. However, there could be a quorum to hold the meeting, however those with a conflict of interest would have to abstain from voting, and those without a conflict would be responsible for the vote on the issue. SDA states that a pension board member, who receives a pension benefit, cannot vote on the initial award of benefits, but could vote on the continuation and level of benefits so long as they vote as a fiduciary and considers the good of the fund as a whole and not solely his or her own personal interests. However, SDA feels that "disclosure of participation as a pensioner and the vote as a fiduciary is an important practice to avoid due to the perception of conflicts of interest in all matters tied to the administration of the pension and participation as a retired volunteer firefighter." Mr. Bridgewater added that if a Board, i.e. the District Board, were to vote in a raise for the District Board Members, none of the voting members would receive the raise unless they were re-elected to the Board at the next election. You cannot vote yourself a raise, only an increase for the members of the Board voted in at the next election. This is a very gray area. It does not seem ethical that someone could vote for themselves to receive a raise. They should therefore not vote on the issue.

Discussion ensued regarding Article IV, section 4.5 Public Comment. It was discussed that it is good to have it written out how this portion of the meeting is to be addressed and how the public will need to conduct themselves, so there are no misunderstandings. It was decided to keep each individuals remarks to three (3) minutes, however it can be changed at the boards' discretion.

Under Article IV, Section 4.11 Communications Between the Board and District Members, it was discussed that references to the Member Handbook would be the equivalent to our Personnel Policy Manual, and should be changed to read as such. Ms. Johnson referenced Article V, Section 6.4 Member Handbook and Standard Operating Procedures, that states the Board shall adopt a Member Handbook of the rules, policies and procedures of the District, and that the Fire Chief may adopt General Operating Guidelines, Administrative Policies, and/or Fire Prevention Policies without Board approval. It was noted that the Chief and Asst. Chief have been editing the current Personnel Policy Manual, as some of the sections would fall under general operating guidelines, and will be presenting it to the Board. Ms. Johnson was particularly concerned about the grievance policies, and how they work. Referencing Section 4.11, and members not being able to circumvent the policies by addressing the Board as a citizen rather than a member, the Policy Manual should contain detailed and fair procedures for district members to bring a matter concerning the district to the Boards attention through the chain of command. We are limiting their access to the Board, but there needs to be a procedure to bring a matter to the Board.

Under Article V Officers, the position of Vice-President had already been removed as per earlier Board directive, and it was stated in Section 5.2 Officers, that the Treasurer and Secretary may be one person, as stated in C.R.S. § 32-1-902(1). There were no responsibilities listed for the Vice-President that needed to be rewritten into the responsibilities of another officer. It was discussed weather to combine the responsibilities of the Treasure and Secretary, as they are the same person on the Districts Board, but it was decided to list them separately.

## **ADJOURNMENT**

Having no further business to come before the Committee, The meeting adjourned at 6.:33 p.m.