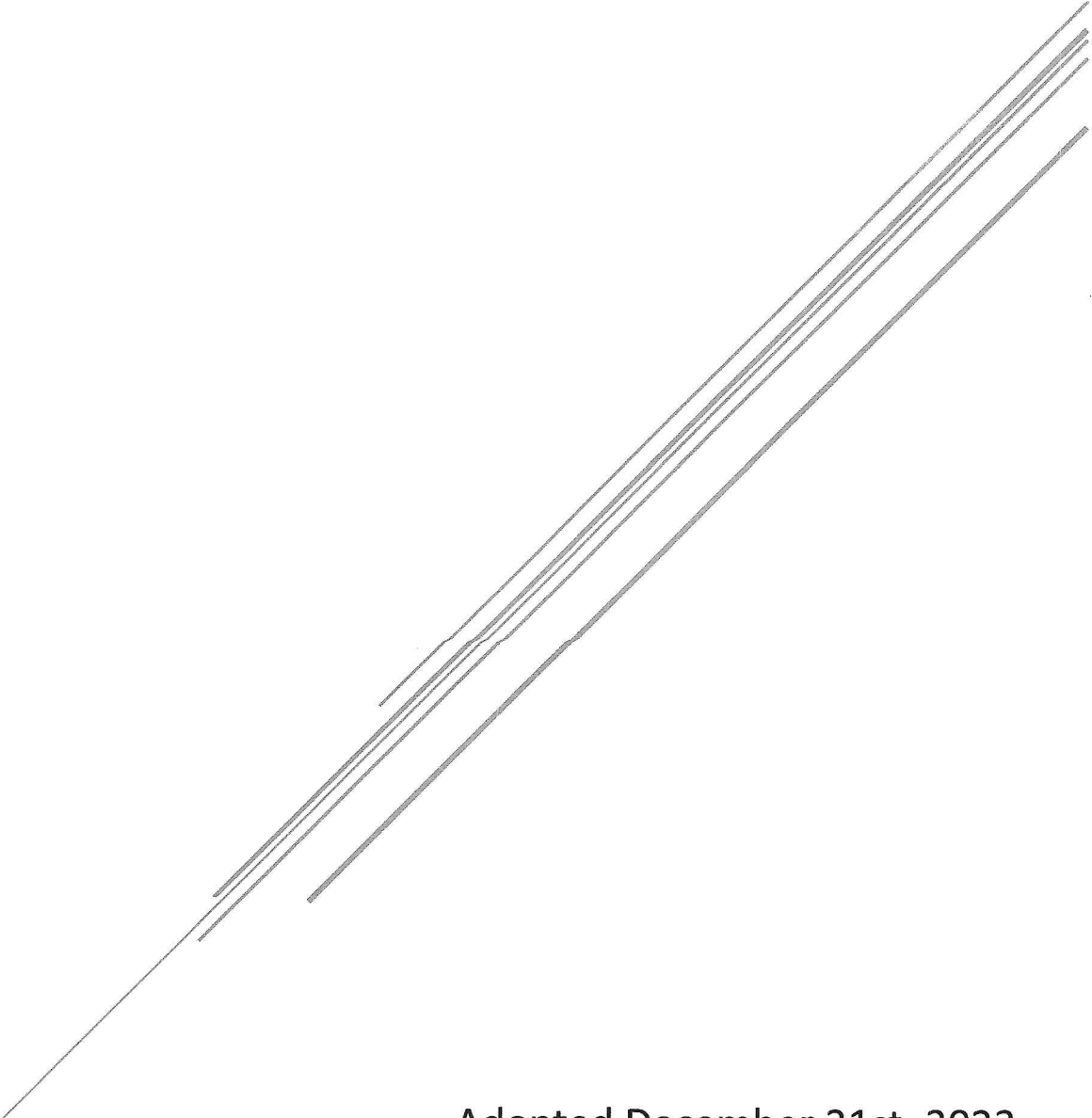


Hidden Valley Fire District

Board By-Laws



Adopted December 21st, 2023

ARTICLE I

General

1. Purpose. These By-Laws set forth the general rules and guidelines of conduct for the Hidden Valley Fire District Board.
2. Conflict with Applicable Law. In the event of any conflict in the laws governing the conduct of the Fire District, then such conflict shall be resolved by applying the regulating authority in the following order of priority: (a.) Arizona Revised Statutes Annotated; (b.) the By-Laws for the Hidden Valley Fire District; and (c.) the Standing Rules of the Board.
3. Reference to Applicable Law. Any reference made in these By-Laws to controlling or applicable law, rules or regulations shall include all pertinent amendments thereto.
4. Definitions. The following definitions shall apply to these By-Laws:
 - (a.) "Board" shall mean the governing body of the Hidden Valley Fire District.
 - (b.) "District" shall refer to the Hidden Valley Fire District.
 - (c.) "Standing Rule" shall mean the rules and regulations adopted by the Board from time to time as they are needed in the form of resolutions establishing guidelines for a Fire District meeting which have been adopted by a majority vote of the Board with or without previous notice.

ARTICLE II

The Board

1. Members. There shall be three members of the Board.
2. Qualifications. A member of the Board must be a resident of the Hidden Valley Fire District for at least one year at the time of his or her election and must remain so during his or her incumbency.
3. Election. Members of the Board will be elected in accordance with the laws of the State of Arizona.
4. Term. Board members are elected for a term of four years. Each member shall be installed at the first meeting following his or her election.
5. Duties and Responsibilities. The members of the Board are vested with the authority for managing the affairs of the Hidden Valley Fire District pursuant to the laws of the State of Arizona governing the management of fire districts.

6. Authority of the Board. The authority of the Board is governed by the laws of the State of Arizona.
7. Compensation. The Board shall serve without compensation and will only be reimbursed for any actual and reasonable expenses incurred on behalf of the Fire District.
8. Vacancies. In the event that there is a vacancy on the Board caused by the death, resignation, or any other reason, of a Board member, then this vacancy may be filled by an individual selected by a majority of the remaining Board members. An individual selected by the Board shall serve until the expiration of the term of the Board member whose position he or she replaced. The Board must fill a vacancy within 90 days after the date the vacancy occurs.
9. Training. All persons who are elected or appointed to a fire district board shall attend professional development training that is provided by an association of Arizona fire districts. District board members shall complete at least six hours of professional development training, with board members completing their training within one year after the date of the certification of their election. The fire district shall reimburse board members for the reasonable costs of the training. The professional development training must include training on open meetings laws, finance and budget matters and laws relating to fire district governance and other matters that are reasonably necessary for the effective administration of a fire district.

ARTICLE III

Officers

1. Officers. The Hidden Valley Fire District Board shall be administered by a Chairperson, and a Clerk.
2. Qualifications. All officers must be members of the Board.
3. Election. All officers must be nominated by at least one Board member and must be elected by a majority vote of the Board.
4. Term. All officers shall serve for a term of one year. Officers may be reelected at the end of any term. The term of office shall be calculated from the date of the first meeting held in December of each year.
5. The Chairperson. The Chairperson is responsible for ensuring that the business of the public meetings is transacted in a proper order and is reasonably expedited. The Chairperson must ensure that all members observe appropriate procedure and that order and decorum are observed at the meetings. The Chairperson shall also ensure that members of the public are able to attend, observe and hear the proceedings.

6. The Clerk. The Clerk must have available at every meeting of the District the Minutes of the previous meeting and all other Minutes that have not been approved, the By-Laws of the District and all other rules pertaining to the District, a list of all the committees and the order of business or list of business to come before the meeting. The Clerk is the official custodian of all the records of the District. The Clerk must insure that all committees have such documents as they require for the performance of their duties. The Clerk, in the event of the Chairperson's absence or inability to act, shall have all the authority of the Chairperson.
7. Death or Resignation of Officers. An officer may resign at any time by giving the Board written notice of his or her resignation. Upon the death of an officer, the office shall be deemed to be vacant as of the date of death.
8. Vacancies. In the event that an office of the Hidden Valley Fire District Board becomes vacant, the Board shall elect a replacement at the next meeting after the occurrence of the vacancy to fill the vacant position or as soon thereafter as practical under the circumstances. The newly elected officer shall then serve until the expiration of the term of the officer whom he or she replaced. Failure to appoint a replacement Board member after ninety days turns the appointment authority over to the County Board of Supervisors.

ARTICLE IV

Board Committees

1. Formation. A committee may be formed by the Board in the following way. Any member of the Board present at a meeting may propose the establishment of a committee. A motion to establish a committee must be approved by a majority vote of the Board. A committee may be appointed for one of the following purposes or any other purpose deemed reasonable by the Board:
 - (a.) To consider and report suitable action on a resolution or other matter referred to the committee;
 - (b.) To consider a subject and recommend a resolution covering the action it recommends the District take;
 - (c.) To investigate a certain issue and report facts with its opinions thereon;
 - (d.) To execute an order of the District;
 - (e.) To represent and act for the District in a certain matter;
 - (f.) To receive and act upon the credentials of potential employees; or

- (g.) To take charge of a certain class or department of work done.
2. Term. The committee may serve for a reasonable term, as designated by the Board, and, should the committee fail to make its recommendations or file its report within the designated term, then the Board may extend such term or discharge the committee, as it sees fit.
 3. Membership Qualifications. Any individual residing within or without the District may be appointed as a committee member. Nominations for membership to the committee may be made by the Board or made by appointment from the Chair. In the event that nomination is made from the Board, then the member may only qualify if he or she receives a majority vote of those Board members present at the meeting. No more than one member of the Board may be appointed as a committee member.
 4. Authority of the Committee. A committee is authorized to perform only such acts as are within the reasonable scope of the object of the committee. Expenses incurred by the committee must receive prior approval of the Board and must be reasonable in scope.
 5. Records of Committee Action. The committee is required to post meeting agendas, keep minutes of its meetings and strictly follow all other requirements of Arizona's open meeting laws.
 6. Reports to the Board. The committee shall present its written report or recommendations to the Board at a public meeting as designated by the Board.
 7. Discharge. The committee is discharged at the time of making its report or recommendations to the Board, unless (a.) The report or recommendations of the committee are rejected, and the committee is requested by the Board to review the report or recommendations and make modifications, (b.) The committee is informed in writing by the Chairperson of the Board that it is the decision of the Board to discharge the committee prior to the making of the report, or (c.) The committee is a standing committee.
 8. Structure. The Chairperson of the Board will appoint a Chairperson of the committee. The Chairperson is the member who reports to the District Board. The committee may also select a Secretary.
 9. Committees Formed by Fire Chief. From time to time, the Board may direct the Fire Chief to form a committee to study any issue and report to the Board. Any such committee may be formed and shall conduct its business under the direction of the Fire Chief or his designee.

ARTICLE V

Meetings

1. Notice. Notice must be given by (a) posting a notice of the meeting in the places designated by the District in statements filed pursuant to A.R.S. § 38-431.02 with the Arizona Secretary of State and the Clerk of the Pima County Board of Supervisors, and (b) giving such additional public notice as the Board determines to be reasonable and practical. The notice shall include an agenda of the matters to be discussed or decided at the meetings.
2. Quorum. Two members of the Board shall constitute a quorum. Board members must be present in person or in the manner authorized in Section 12 below of this Article V during the meeting. Should the Board membership present at the meeting fall below the required number for a quorum, then the meeting may be reconvened at a designated later time or date when a quorum is present.
3. Agenda. The agenda must be available at least twenty-four (24) hours in advance of the meeting, unless (a) an actual emergency exists, or (b) a meeting has been recessed and resumed as provided in Section 8 of this Article V. Except for an emergency situation, only matters listed on the agenda and other matters related thereto may be discussed, considered or decided at the meeting.
4. Regular Meetings. The regular meeting of the Hidden Valley Fire District is to be held on the 4th Thursday every other month unless posted per statute.
5. Special Meetings.
 - (a.) The Chairperson may call a special meeting at any time, by giving the notice required by the law and providing an agenda for the special meeting, as required by Arizona law.
 - (b.) At the written request of two Board Members, the Chairperson shall call a Special Meeting by giving the notice required by law and providing an agenda for the special meeting as required by Arizona law. In the event the Chairperson fails to call a Special Meeting, at the written request of two Board Members, the Clerk shall call a Special Meeting.
6. Ratification of a Prior Act, The notice requirement for ratification of a prior act taken in violation of Arizona law is seventy-two (72) hours. Ratification must take place within thirty (30) days after the discovery of the violation or after such discovery should have been made by the exercise of reasonable diligence.
7. Emergency Meetings. In the case of an actual emergency, less than 24 hours notice of a meeting may be given and the notice that is actually given shall be appropriate to the circumstances generating the emergency; however, there are three (3) requirements which must be met which are as follows:
 - (a.) An announcement must be made at the meeting of the reasons necessitating the emergency meeting.

- (b.) A statement must be made in the minutes of the meeting setting forth the reasons for the emergency meeting; and
 - (c.) Within 24 hours after the meeting, a public notice must be posted declaring that an emergency session has been held and setting forth the information required under paragraph 3.
- 8. Meeting Recessed. Less than twenty-four (24) hours notice may be given when a properly noticed meeting is recessed to a later date. Prior to the recessing, notice must be publicly given as to the time and place of the resumption of the meeting or the method by which notice shall be publicly given. This notice must also comply with the agenda requirements respecting matters to be addressed when resumed.
- 9. Order of Business. The order of business at any public meeting is as follows; however, the order of business may be changed by the Chairperson:
 - (a.) Call to order.
 - (b.) Roll call and a determination that a quorum exists.
 - (c.) The review of the Minutes of the previous meeting and their approval, modifications, or amendment.
 - (d.) A call to the public for comments about the Hidden Valley Fire District (subject to the posted time limitation).
 - (e.) Reports of any committee.
 - (f.) Reports from the Fire Chief and from persons advising the Fire District on current events impacting the District and related matters.
 - (g.) Old business.
 - (h.) New business.
 - (i.) Announcements.
 - (j.) Adjournment.
- 10. Minutes. The written Minutes record any and all official acts of the District taken by the Board. If any conflict exists between the Minutes and any other record of a meeting of the District, then the Minutes as approved by the Board shall prevail.
- 11. The Approval, Ratification and Amendments to the Minutes. The Minutes of a meeting of the District shall be approved, amended or modified at the next regular or special meeting or as soon thereafter as is reasonable. Upon review and approval of the Minutes

of a previous meeting, those Minutes shall be signed by the Clerk. After the Minutes have been approved, amended or modified at the next regular meeting, subsequent amendments or modifications may only be made in accordance with the following requirements:

(a.) An amendment or modification of a grammatical, typographical, or other non-substantive error in the Minutes may be proposed at any time; and

(b.) A substantive amendment or modification to the Minutes may be proposed, discussed and adopted only at a regularly scheduled public meeting. A substantive amendment or modification to the Minutes may only be voted if a majority of the Board members who originally approved the Minutes are present and can vote on the subsequent amendment or modification as Board members.

12. Conduct of the Meeting. The Chairperson will preside at all regular, special, or emergency meetings. In the event that the Chairperson is not present, then the Clerk will preside.

(a.) Voting will be done by voice vote or a show of hands in a manner sufficient to give the Chairperson notice of each member's vote. In the event that a roll call count is requested by any Board member, then the Chairperson shall require a roll call vote.

(b.) The public shall have access to all meetings, except for Executive Sessions.

(c.) The Board may arrange for participation by telephone or video conference for a Board member otherwise unable to attend. In the event that a telephone or video conference is made available, then the following procedure must be followed: (a) the notice or the agenda should state that one or more members of the Board will participate by such method; (b) facilities must be set up in order to permit to observe telephone or video communications; (c) there should be a clear identification of all members participating by such method; and (d) the Minutes of the meeting should identify members participating by telephonic or video communications and should describe the procedures followed.

ARTICLE VI

Executive Sessions

1. Requirements. Upon and only upon a public majority vote of sufficient members to constitute a quorum, an Executive Session may be held only for the purposes specified by Arizona law.
2. Procedures. Before the Board goes into Executive Session, a majority of the members constituting a quorum must vote at a public meeting to hold such an Executive Session. The vote may permit the holding of an Executive Session during or immediately following the public meeting or at some later date whether specified or to be scheduled.

3. Notice. If an Executive Session is to be held, notice shall be given to the members of the Board and to the general public stating the specific provision of law authorizing the Executive Session.
4. Agenda. The agenda for an Executive Session shall include only a general description of the matters to be considered and shall not contain information that would defeat the purpose of the Executive Session.
5. Confidentiality. The Chairperson or other person conducting the Executive Session in the absence of the Chairperson shall advise all persons present of: a) the confidential nature of Executive Sessions, b) the legal necessity of limiting the scope of the discussion to align with the topic and purpose of the session stated on the agenda, and c) the prohibition on taking action while in executive session.

ARTICLE VII

Maintenance of Records

1. The Responsibility of the Clerk. It is the responsibility of the Clerk to maintain all the records of the District and to keep such records in current order.
2. Written Minutes. Minutes must be taken of all public meetings and Executive Sessions. Either written minutes in draft form or a recording of public meetings must be available for public inspection within three (3) working days after a meeting. No recording shall be made of any Executive Session and access to Executive Session minutes is restricted pursuant to Arizona law. The following information must be in the Minutes:
 - (a.) The date, time and place of the meeting.
 - (b.) The members of the Board recorded as either absent or present.
 - (c.) A general description of the matters discussed or considered, even where no formal action or vote is taken with respect to those matters.
 - (d.) An accurate description of all legal actions proposed, discussed or taken and the names of persons who proposed and seconded each motion. The Minutes must also reflect how the body voted and the numerical breakdown of the vote.
 - (e.) The name of each member of the public making a statement or presenting material to the Board and a specific reference to the action to which the statement or presentation relates.
 - (f.) A full description of the nature of any emergency matter, specifically including, but not limited to, the circumstances necessitating the emergency.

(g.) In the event that a prior act in violation of the Open Meeting laws of the State of Arizona is ratified, a copy of the disclosure statement is required for such ratification.

3. Maintenance of Records. A record of all notices, including a copy of each notice posted and information regarding the date, time and place of posting, must be kept in accordance with the District's document management policy.
4. Executive Sessions. The Minutes of an Executive Session must be maintained as confidential documents subject to Arizona law.
5. Committees. The committees shall present their reports and/or recommendations at a public meeting and the Minutes of such public meeting must reflect the substance of the report and/or recommendation. The Minutes should also reflect the names of the committee members supporting the report or recommendation and the names of those committee members not in support of the report or recommendation.
6. Policy Decisions. All resolutions dealing with the policy of the District shall be set forth clearly in the Minutes by being separately identified by the title "Policy Decision." Such policy decisions shall also be recorded separately from the Minutes in a book containing all current policies of the District.
7. Agendas. The agendas for all meetings shall be preserved with the written Minutes for each meeting and must be maintained permanently.

ARTICLE VIII

Finances

1. Annual Report to Pima County. The Board shall submit an annual report to Pima County pursuant to the requirements of the law of Arizona, as amended from time to time.
2. Annual Budget. The Board shall prepare an annual budget containing detailed estimated expenditures for each fiscal year. The budget must clearly show the salaries payable to the employees of the District, including the Chief. Notice of the budget must be given as required by the law of Arizona and must be adopted by the Board pursuant to those laws. Copies of the budget must be available to members of the public upon written request as well as distributed to County, State and Federal offices as requested.
3. Annual estimate. Per A.R.S. § 48-807(D), no later than August 1st of each year, the Chairperson must submit to the Board of Supervisors of Pima County an estimate, certified by items, of the amount of money required for the equipment and maintenance of the District for the ensuing year, less the amount due from the county Fire District Assistance Tax. The annual estimate must in all other ways comply with the requirements of the laws of the State of Arizona.

4. Authorized Expenditures. The Board is authorized to make expenditures as is permitted by the Arizona laws, as amended from time to time. The Board may, by resolution of a majority of the members constituting a quorum, adopt a signatory policy and purchasing policies which may, among other things, include specific authority for officers, appointees, or employees of the District to make expenditures and have signature authority pursuant to the purchasing policy.

ARTICLE IX

Execution of Documents

1. General. All documents, instruments or any written material whatsoever binding upon the District shall be executed by the Chairperson of the Board for the District or in the Chairperson's absence, by the Clerk, provided, however, that the Board may, by resolution, authorize officers, employees, or appointees of the District to execute documents, instruments, or other written material binding on the District.
2. Finance Documents. All documents, instruments and any written material whatsoever which evidence money owed by or money owed to the District should be executed by a minimum of two (2) Board members. Notwithstanding the foregoing, the Board may authorize officers, appointees, or employees to sign checks pursuant to the signatory or purchasing policies adopted under Article VIII, Section 4.

ARTICLE X

Fire Code and Standards

1. Adoption. The Board may adopt, amend or revise a nationally or Internationally recognized fire code. Adoption of a fire code requires the approval of the qualified electors of the Fire District in accordance with Arizona statutes. The District must keep three (3) copies of the code, including amendments and revisions, on file for public inspection.
2. Amendments or Revisions. Amendments or revisions to the code may be adopted after a public hearing specific to that pu

Local Pension Board

PLACE HOLDER FOR FUTURE ACTION

ARTICLE XII

Construction

1. Construction of By-Laws. These By-Laws shall at all times be construed in a manner consistent with Arizona law and any applicable statutes, regulations, ordinances or standards.

ARTICLE XIII

Amendment

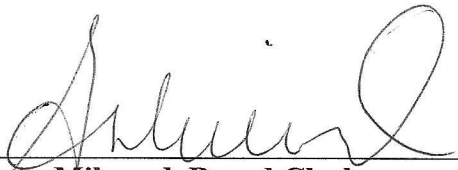
1. Amendment of By-Laws. These By-Laws may be amended at a duly noticed meeting.

Adopted by the Hidden Valley Fire District Board on December 21st, 2023.



Lee Alter, Board Chairman
HIDDEN VALLEY FIRE DISTRICT

IN WITNESS WHEREOF, the Clerk of the Board witnessed approval of this document on December 21st, 2023.



Greg Milward, Board Clerk
HIDDEN VALLEY FIRE DISTRICT