BYLAWS

OF

NORTHWEST FIRE DISTRICT

Adopted by the

Board of the Northwest Fire District

April 25, 2000

Amended
September 25, 2001
November 27, 2001
February 27, 2007
May 22, 2007
May 13, 2008
April 28, 2009
April 27, 2010
August 7, 2012
January 22, 2013
March 24, 2015
November 15, 2016
March 28, 2017
April 23, 2019
February 23, 2021
February 22, 2022

ARTICLE I

General

1. Purpose. These Bylaws set forth the rules of conduct for the Northwest Fire District.

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

(b) the Bylaws for the Northwest Fire District

(c) the Standing Rules

(d) Robert's Rules of Order, Current Edition

3. Reference to Applicable Law. Any reference made in these Bylaws to controlling or applicable law, rules or regulations shall include all pertinent amendments thereto.

4. Definitions. The following definitions shall apply to these Bylaws:

(a) "Board" shall mean the governing body of the Northwest Fire District.

(b) "District" shall refer to the Northwest Fire District.

(c) "Standing Rules" shall mean the rules and regulations adopted 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 without previous notice. "Standing Rules" may be amended by a majority vote.

ARTICLE II

Members

1. Members. There shall be five members of the Board, and they shall be those individuals elected or appointed pursuant to A.R.S. §§ 48-802 and 48-803. Employees of the Northwest Fire District shall not be members of the Fire District Board

and conversely, a member of the Fire District Board shall not be an employee of the Fire District. A.R.S. § 48-805(B)(1). A person is not eligible to serve on the Board if that person is related by affinity or consanguinity within the third degree to a person who serves on the Board. A.R.S. § 48-802(D)(2).

2. Qualifications. A member of the Board must be a resident of the Northwest Fire District at the time of his or her election, and must have been a resident for one year prior, and must remain so during his or her incumbency. § 48-802(D)(2). A person is not eligible to be a candidate for election to the Board if that person is related by affinity or consanguinity within the third degree to a person who serves on the Board during the potential candidate's term of office. Id.

3. Election. Members of the Board will be elected in accordance with the laws of the State of Arizona, specifically A.R.S. Titles 48 and 16.

4. Term. Board Members are elected for a term of four years. Each member shall be installed and shall take the oath of office at the first general meeting following his or her election. The term of each member shall begin on the first day of the month following that member's election. A.R.S. § 48-803(G).

5. Duties and Responsibilities. The members of the Board are vested with the authority for managing the affairs of the Northwest Fire District pursuant to the laws of the State of Arizona governing the management of fire districts. A.R.S. § 48-805. All Board members shall complete at least six hours of professional development training, within one year after the date of their election or appointment. 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. A.R.S. § 48-803(I).

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 but may be reimbursed for any expenses incurred on behalf of the Fire District A.R.S. § 48-803(D).

8. Vacancies. On expiration of a board member's term of office, the position is declared vacant unless otherwise filled at a general election or as provided in section 48-802, subsection D, paragraph 4. A.R.S. § 48-803(C). In the event that there is a vacancy on the Board caused by expiration of a term, or the death or early retirement of a Board Member, then this vacancy must be filled within 90 days by a qualified individual selected by the remaining Board Members. A.R.S. § 48-803(B). An individual selected by the Board to replace a retiring Board Member shall serve until the expiration of the term of the deceased or retiring Board Member whose position he or she replaced.

9. Election to Fill a Vacancy on the Board. In the event that the Board is obligated to replace a member by vote of the Board, then such vote shall be taken as follows: a Board Member shall nominate a replacement and all members of the Board shall thereafter vote on any such nominations. In the event that there is a deadlock in the voting for a replacement for a retiring or deceased member, (a) the Chairman shall withdraw his or her vote, or (b) if the Chairman is the retiring or deceased member, then the Clerk shall withdraw his or her vote.

10. Attendance. To ensure the presence of a quorum for all Board meetings, and to assure the presence of the Board officers necessary for signing District documents, Board Members are expected to attend all meetings of the Board. When a Board Member is unable to attend a meeting, the Board Member shall provide as much advance notice as reasonably possible to the Chairman and the Board Secretary. If the Chairman is going to be absent, he or she shall also notify the Vice Chairman. Pursuant to A.R.S. § 38-291 (7), a Board Member's seat on the Board becomes vacant when the person holding the seat ceases to discharge the duties of office for the period of three consecutive months. Beginning in April, 2017, a Board Member who holds an office on the Board, and who fails to attend at least 75% of Board meetings in any 12 month period, may be removed from that office, as provided below in Article III, Section 8.

ARTICLE III

Officers of the Board

1. Officers. The Northwest Fire District shall be administered by a Chairman and a Clerk. A.R.S. § 48-803(F). In addition, Northwest Fire District shall elect a Vice-Chairman; one person cannot hold more than one office at any one time. Officers shall be elected in December following each general election. Id.

2. Qualifications. All officers must be members of the Board. A.R.S. § 48-803(F).

3. Elections. All officers must be nominated by at least one Board Member and must be elected by a majority vote of the Board. The procedure for conducting officer elections shall be as follows:

a. The Chairman shall ask for nominations for Chairman. Each Board Member shall be given an opportunity to make a nomination, including an opportunity to nominate himself/herself for the position.

b. The Chairman shall ask each nominee whether he or she would like to make a statement concerning his or her nomination before the Board Chair calls for a second. If the nominee would like to make a statement, the Chairman shall allow the nominee to make a statement.

c. After a nominee has been given an opportunity to make a statement, the Board Chair shall ask if there is a second for that nomination. The Board Member who

made the nomination may not second that nomination. However, a Board Member may second his or her own nomination, so long as that Board Member did not also nominate himself/herself. Each nominee shall be given the same opportunity to make a statement before the Board Chair calls for a second.

d. If there is no second for a nomination, that name shall receive no further consideration for that office. For each name for which there is a second, the Chairman shall write each candidate's name on a piece of paper and shall place each paper in an opaque can or box.

e. The Chairman shall draw a name, and shall call for a vote on that nomination. The nominee may vote for himself/herself. Once a nominee receives a majority vote, he/she shall be declared elected to that office; and no further voting for that office shall occur.

f. The Chairman shall ask for nominations for Vice Chairman. Each Board Member shall be given an opportunity to make a nomination, including an opportunity to nominate himself/herself for the position.

g. Repeat steps (b) through (e), above.

h. The Chairman shall ask for nominations for Board Clerk. Each Board Member shall be given an opportunity to make a nomination, including an opportunity to nominate himself/herself for the position.

i. Repeat steps (b) through (e), above.

(a) 4. Term. All officers shall serve for a term of two years and may be re-elected for subsequent terms of two years. The term of office shall be calculated from the Board's regular meeting in December every two years following the general election in November. A.R.S. § 48-803(F).

5. The Chairman. The Board must elect a Chairman. The Chairman is responsible for ensuring that the business of the public meetings is transacted in proper order and is expedited as much as possible. The Chairman must ensure that all members observe the rules of debate and that order and decorum are always observed at the meetings.

6. The Vice Chairman. The Board shall elect a Vice-Chairman. The Vice-Chairman will preside at all Board meetings in the absence of the Chairman, and the Vice-Chairman may sign documents in place of the Chairman, in the Chairman's absence.

7. The Clerk. The Board must elect a Clerk. The Clerk shall preside at all Board meetings in the absence of the Chairman and Vice-Chairman. 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 Bylaws 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 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. Typically, the Chairman appoints the Clerk to serve

as the Chairman's designee on the Public Safety Personnel Retirement System Local Board. A.R.S. § 38-847(A)(3).

8. Removal of Officers. An officer may be removed in the following manner: at least two (2) members must propose the removal of any one officer. In order for an officer to be successfully removed from office, at least three (3) members of the Board must vote for such removal.

9. 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.

10. Vacancies. In the event that an office of the Northwest Fire District becomes vacant, the Board shall elect a replacement at the next regular meeting after the occurrence of the vacancy to fill the vacant position. The newly elected officer shall then serve until the expiration of the term of the officer whom he or she replaced.

ARTICLE IV

Special Committees

1. Formation. Pursuant to A.R.S. § 38-431(1) and A.R.S. § 38-431.01(A)(B), a committee may be formed 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. Committees of the Board are subject to the Open Meeting Law. 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 main motion referred to;

(b) To consider a subject and report a resolution covering the action it recommends the District take;

(c) To investigate certain issues 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 floor or made by appointment from the Chair. In the event that nomination is made from the floor, then the member may only qualify if he receives a majority vote of those Board Members present at the meeting. No more than two (2) members of the Board may be appointed as committee members.

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 the prior approval of the Board and must be reasonable in scope.

5. Records of Committee Action. The committee must keep a written record of its meetings. These records must comply with the requirements under Arizona law for written records of public meetings. A.R.S. § 38-431.01.

6. Reports to the Board. The committee must present its written report or recommendations to the Board at the public meeting designated by the Board as the time for making such report or recommendations. In the event that the committee is unable at such designated time to present the full report, then the committee must present its report of progress to date at that meeting and must request an extension to complete the report. If a written report is prepared, the committee report may be signed by all members agreeing to it or by the chairman of the committee, if so authorized by the committee.

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 or (b) the committee is informed in writing by the Chairman of the Board that it is the decision of the Board to discharge the committee prior to the making of the report.

8. Structure. Either the committee or the Chairman of the Board must elect a chairman of the committee. The chairman is the member who reports to the District. A majority of the committee must be present in order to transact business. The committee may also elect a secretary.

Standing Committees

1. There are no Standing Committees at this time.

2. The Budget Committee. The Board may appoint a Budget Committee to assist in the consideration of the budget for next fiscal year. The Fire Chief, Budget Analyst and Finance Director will act as advisors to the Committee; other District Staff Members, at the Chief's request, will attend meetings as necessary to provide budget information for departments, divisions and programs. Meetings will be called by the Committee as needed for budget planning. The objective of the Committee will be to work with the Officers to provide an adoptable recommended budget to the Board.

ARTICLE V

Meetings

1. Notice. Notice must be given, pursuant to A.R.S. § 38-431.02. The notice shall include an agenda of the matters to be discussed or decided at the meeting.

2. Quorum. Three members of the Board shall constitute a quorum. All three Board Members must be present in person or in the manner authorized in Section 12 of this Article V at all times during the meeting. Should the Board membership present at the meeting fall below the required number for a quorum, then the meeting must be reconvened at a designated later 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. A.R.S. § 38-431.02.

4. Regular Meeting. The regular meeting of the Northwest Fire District is to be held on the fourth Tuesday of each month, at 6:00 p.m., at 5125 W. Camino de Fuego, Tucson, AZ 85743.

5. Special Meetings. The Chairman may call a special meeting at any time by giving the notice required by A.R.S. § 38-431.02.

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. A.R.S. § 38-431.05.

7. Emergency Meetings. In the case of an actual emergency, pursuant to A.R.S. § 38-431.02 (D) & (J), 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; and

(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. A.R.S. § 38-431.02(E).

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:

(a) The taking of attendance and a determination that a quorum exists

(b) Salute to the flag of the United States of America

(c) Public Forum (call to the public)

(d) Consent Agenda

(e) Reports and Correspondence

(f) Business

(g) Future Agenda Items (A Governing Board Member may bring forth general topics for future meeting agenda. The Governing Board may not discuss, deliberate or take any action on the topics presented pursuant to A.R.S. § 38-431.02[H]).

(h) Adjournment

(i) The Chairman or majority of the Board may change the order of the agenda.

10. Minutes. The minutes record any and all official acts of the Board, and must comply with A.R.S. § 38-431.01.

11. The Approval of, Ratification of, and Amendments to the Minutes. The minutes of a meeting of the District shall be approved, amended or modified at the next regular meeting. 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 upon 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 Chairman will preside at all regular, special or emergency meetings. In the event that the Chairman is not present, the Vice-Chairman will preside; in the event the Chairman and Vice-Chairman are not present, the Clerk will preside. The meeting shall also be conducted pursuant to the following requirements:

(a) Voting will be done by voice or a show of hands in a manner sufficient to give the Chairman notice of each member's vote. In the event that a count is demanded, then the Chairman shall appoint a member of the Board to conduct a count of all votes.

(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 those unable to attend and where there is no reasonable alternative to this arrangement. In the event that a telephone or video conference is made available, then the following procedure must be followed: facilities must be set up in order to permit the public to observe and hear all telephone or video communications; there should be a clear identification of all members participating by such method; and the

minutes of the meeting should identify members participating by telephonic or video communications and should describe the procedures followed.

(d) Any or all of the public meetings may be recorded by any person in attendance, provided that such a recording does not interfere with the conduct of the meeting.

(e) The rules of the meeting shall be Robert's Rules of Order Revised, except where they are in conflict with these Bylaws, in which case the Bylaws shall prevail.

ARTICLE VI

Executive Sessions

1. Requirements. Pursuant to A.R.S. § 38-431.03, upon and only upon a public majority vote of sufficient members to constitute a quorum, an executive [closed] session may be held, but only for the following purposes:

(a) Personnel Matters. The discussion or consideration of employment, assignment, appointment, promotion, demotion, dismissal, salaries, disciplining, or resignation of a public officer, appointee or employee of the District. With the exception of salary discussions, an officer, appointee or employee may demand that this discussion take place at a public meeting. If such a demand is made, the officer, appointee or employee must be provided with at least twenty-four (24) hours notice of the executive session. The Board shall provide the officer, appointee or employee such notice of the executive session as is appropriate but not less than twenty-four hours for the officer, appointee or employee to determine whether such discussion or consideration should occur at a public meeting. (There is no emergency exception to this latter requirement.) The Board may permit the officer, employee or appointee discussed to attend the executive session, but the employee does not have a right to attend the executive session, but may demand the discussion take place in a public [open] session.

(b) Confidential Records. An executive session may be held when the public body is considering or discussing records exempt by law from public inspection. The record being considered need not be expressly made confidential by statute.

(c) Legal Advice. An executive session may be held for the discussion or consultation for legal advice with the attorney or attorneys of the District. The only person allowed to attend this executive session are the members of the District Board and such officers, employees, and appointees permitted by the Board with a view to preserving the attorney/client privilege.

(d) Litigation. An executive session may be held for discussion or consultation to consider the District's position and instructing counsel concerning the District's position in impending or contemplated litigation.

(e) Employee Negotiations. An executive session may be held for the discussion or consultation with designated representatives of the District to consider the District's position and instruct its representatives regarding negotiations with employee representatives regarding their salaries, salary schedules or compensation paid in the form of fringe benefits for employees of the District.

(f) International and Interstate Negotiations. An executive session may be held for the discussion of international and interstate negotiations between the District and another party or parties.

(g) Purchase or Lease of Real Property. An executive session may be held for discussions and consultations with designated representatives of the District to consider its position and instruct its representatives regarding negotiations for the purchase of lease of real property.

2. No Action at Executive Session. No executive session may be held for the purpose of taking any legal action involving a final vote or decision.

3. Procedure. Before the Board goes into executive session, a majority of 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 specified date.

4. Limitation on Conduct in Executive Sessions. The District may not take an informal or preliminary vote or a final vote or make a final decision in the executive session; such action must be taken at a public meeting convened for that purpose. At the public meeting after the executive session, sufficient information must be given to the public to apprise the public of the basic subject matter of the action to be taken.

5. 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.

6. 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.

7. Emergency Executive Session. An emergency executive session may be called provided that:

(a) The reason for the emergency session is announced publicly immediately prior to the executive session; and

(b) Within 24 hours after the emergency executive session, an agenda is posted setting forth the information required pursuant to paragraph 6 above.

ARTICLE VII

Maintenance of Records

1. The Responsibility to 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. Pursuant to A.R.S. § 38-431.01, minutes must be taken of all public meetings and executive sessions. Either written minutes or a recording of the meeting must be available for public inspection within three (3) working days after a meeting, except that no recording shall be made of any executive session. 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. With respect to the executive session, the general description shall be deemed sufficient if it refers to the sub-section of Article VI, Section 1 under which the executive session was held.

(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 person 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. Records are to be maintained for a period of at least five (5) years, or as otherwise provided in the District's records retention schedule.

4. Tape Recordings. Minutes may be taken in writing or may be recorded by tape recorder or video tape recorder.

5. Executive Sessions. The minutes of an executive session must be kept confidential. The Board must advise all persons present at the executive session as to the confidential nature of the executive session and the minutes should reflect that such advice was given. The minutes of an executive session must contain the following information:

(a) The date, time and place of the meeting.

(b) The members of the Board recorded as either present or absent.

(c) A general description of matters considered, along with a reference to the sub-section of the statute under which the executive session was held.

(d) A statement of the reasons for any emergency considerations of any matters not on the agenda.

(e) Such other information as the Board deems appropriate.

6. Disclosure of Minutes of an Executive Session. Minutes of an executive session may not be disclosed to anyone except as follows:

(a) Any member of the Board which met in the executive session including members who did not attend the session.

(b) Any officer, appointee or employee who was a subject of the discussion.

(c) Staff personnel to the extent necessary to perform their duties to prepare and maintain the minutes of the executive session.

(d) The attorney for the Board to the extent necessary for representation.

(e) The Auditor General, Attorney General or County Attorney in connection with the lawful performance of their duties to conduct a financial or performance audit, or an investigation, pursuant to A.R.S. § 38-431.03(B)(4) or 38-431.06.

(f) The Court for purposes of a confidential inspection. A.R.S. § 38-431.03(F).

7. Committees. Committees shall keep minutes of their proceedings. 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.

8. Agendas. The agendas for all meetings shall be preserved with the written minutes for each meeting and must be maintained as specified in the District's records retention schedule.

ARTICLE VIII

Finances

1. Annual Reports to Pima County and the State Treasurer. The Board shall submit an annual report to the Clerk of the Pima County Board of Supervisors and the State Treasurer pursuant to the requirements of A.R.S. § 48-251 as amended from time to time. The District shall have an annual audit performed in compliance with A.R.S. §§ 48-253 and 48-805.02 (G).

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 as required by A.R.S. § 48-805.02.

3. Annual Estimate. No later than July 10th of each year, the Chairman 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. A.R.S. § 48-805.02.

4. Authorized Expenditures. The Board is authorized to make expenditures as is permitted by Arizona laws as amended from time to time. The Board purchasing policy which, among other things, includes specific authority for officers, appointees, or employees of the District to make expenditures and grants signature authority pursuant to the purchasing policy. The Purchasing Policy may be amended from time to time by vote of a majority of the members constituting a quorum.

ARTICLE IX

Execution of Documents

1. General. All documents, instruments or any written material whatsoever binding upon the District shall be executed by the Chairman of the Board for the District or in the Chairman's absence, by the Vice Chairman; 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 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 a purchasing policy adopted under Article VIII, Section 4. The District may also use electronic check signing as approved by the Board.

ARTICLE X

Board Member Conduct and Ethics

1. Public Announcements in Meetings. Members who want to speak during the Call to the Public portion of the Board meeting should notify the Chair in advance. Board members like members of the public who use this portion of the agenda to recognize achievements or promote an event will be limited to three minutes each, and should keep the focus on matters of community wide interest. Matters that may require Board action or direction should not be discussed and those items on the agenda should not be used for any form of campaigning.

2. Travel Expenses. The policies and procedures related to the reimbursement of travel expenses for official District business by Board members is regulated according to District Policy. Expenditures for individual Board members and the Board as a whole shall be determined in the budget process.

3. Conflict of Interest. Board members as citizens are often involved in multiple facets of the community. Any Board member who has a conflict of interest with a Board issue being discussed or voted upon should explain the conflict on the record, recuse themselves from the discussion, and leave the room until the discussion is finished. Furthermore, a Board member may not speak at call to the public regarding the issue with which they have a conflict of interest.

4. Board Conduct In Public Meetings.

(a) Formal Titles. The Board members should refer to one another formally during public meetings as Chair, Vice Chair, Clerk or Board member followed by the individual's last name.

(b) The Chair. It is the responsibility of the Chair to keep the comments of Board members on track during public meetings. Board members should honor efforts by the Chair to focus discussion on current agenda items. If there is disagreement about the agenda or the Chair's actions, those objections should be voiced politely and with reason, following parliamentary procedure.

(c) Disagreement. Boards are composed of individuals with a wide variety of backgrounds, personalities, values, opinions, and goals. Despite this diversity, all have chosen to serve in public office in order to preserve and protect the present and future of the community. In all cases, this common goal should be acknowledged even as Board members may "*agree to disagree*" on contentious issues, and each Board member should, to the extent possible, honor decisions of the Board. Board members should demonstrate effective problem-solving approaches and show how individuals with disparate points of view can find common ground and seek a compromise that benefits the community as a whole.

(d) Civility. Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of a free democracy in action. This does not allow, however, Board members to make belligerent, personal, impertinent, slanderous, threatening, abusive, or disparaging comments. No shouting or physical actions that could be construed as threatening will be tolerated. If a Board member is personally offended by the remarks of another Board member, the offended Board member should make notes of the actual words used and call for a "point of personal privilege" that challenges the other Board member to justify or apologize for the language used. The Chair will maintain control of this discussion.

5. Board Conduct Outside of Public Meetings.

(a) Civility in Private; Public Records. The same level of respect and consideration for differing points of view that are deemed appropriate for public discussions should be maintained in private conversations. Beware of the lack of security of written notes, social media, voicemail messages, and email. Technology allows words written or said without much forethought to be distributed wide and far. Would you feel comfortable to have this note faxed to others? How would you feel if this voicemail message were played on a speakerphone in a full office? What would happen if this e-mail message were forwarded to others? Written notes, voicemail messages and e-mail should be treated as potentially public communication.

(b) Public Perception; Open Meeting Law. Elected officials are always on display - their actions, mannerisms, and language are monitored by people around

them. Lunch table conversations will be eavesdropped upon, parking lot debates will be watched, and casual comments between individuals before and after public meetings will be noted. Remember the open meeting law prohibits conversations of three or more Board members or the "linking" together through a common source of three or more individual conversations. The law also prohibits proposing a policy or action from one Board member to a quorum of the Board, even if by blind copy email. Proposed actions or policies should be handled through the Board at a properly noticed public meeting.

6. Board Conduct with Staff.

(a) Respect Staff. District governance requires the cooperative efforts of elected officials, who set policy, and staff, who implement and administer the Board's policies. Therefore, every effort should be made to be cooperative and show mutual respect and acknowledgment for the contributions made by each individual for the good of the community. Clear, honest communication that respects the abilities, experience and dignity of each individual is expected. Poor behavior towards staff is not acceptable. It is preferable, when possible, to have questions asked prior to public meetings to allow staff adequate time to research the questions and provide meaningful answers.

(b) Respect the Chain of Command. Staff members are accountable to their supervisors. Tasks performed by staff that come from outside the normal chain of supervision could cause staff confusion, inadequate work product and inefficient performance. Questions of staff and/or requests for additional background information should be directed only to the Board Secretary, Fire Chief, Attorney and Department Heads. The Chair, Board Secretary and Fire Chief should be copied on any request. Requests for follow-up directions to staff should be made only through the Board Secretary or Fire Chief when appropriate. When in doubt about what staff contact is appropriate, Board members should ask the Board Chair for direction. Materials supplied to a Board member in response to a request should be made available to all members of the Board so that all have equal access to the information.

(c) Minimize Disruption. Board members should not disrupt staff while they are in meetings, on the phone, or engrossed in performing their job functions in order to have their individual needs met.

(d) Criticism of Staff. Board members should never express concerns about the performance of anemployee in public, to the employee directly, or to the employee's supervisor. Misdirected comments could violate NWFD personnel rules and impair supervisors' ability to deal fairly and efficiently with personnel matters. Comments about staff performance should only be made to the Fire Chief through private correspondence or conversation. Staff should not hesitate to avail themselves of Board expertise where appropriate.

(e) Interference with Administrative Functions. Board members must not attempt to influence staff on the making of appointments, awarding of contracts, selecting of consultants, processing of permit applications, or granting of any District licenses, permits or other rights.

(f) Correspondence. Before sending correspondence, Board members should check with the Board Secretary or Fire Chief to see if an official response has already been sent or is in progress.

(g) Staff Meetings. Do not attend staff meetings, unless invited by staff. Even if the Board member does not say anything, the Board member's presence may imply support, show partiality, intimidate staff, or hamper staff's ability to do their job objectively. Board members may request through the Board Secretary or Fire Chief, to attend specific meetings, and they should honor the decision once given.

(h) Staff Support for Board Members. Routine secretarial support will be provided to all Board members. All mail for Board members is opened by the Board Secretary or Fire Chief, unless other arrangements are requested by a Board member.

7. Board Conduct with the Public at Public Meetings.

(a) Be fair and Impartial. Making the public feel welcome is an important part of the democratic process. No signs of partiality, prejudice or disrespect should be evident on the part of individual Board members toward an individual participating in a public forum. Every effort should be made to be fair and impartial in allocating speaking time and listening to public statements. The Chair will determine and announce limits on speakers at the start of the public participation process. Generally, each speaker will be allocated three minutes. If many speakers are anticipated, the Chair may shorten the time limit and/or ask speakers to limit themselves to new information and points of view not already covered by previous speakers. No speaker will be turned away unless he/she exhibits inappropriate or disruptive behavior. After the close of the public process, no more public statements will be accepted unless the Chair reopens the public process for a limited and specific purpose.

(b) Be a Good Listener. It is disconcerting to speakers to have Board members not look at them when they are speaking. It is fine to look down at documents or to make notes, but reading for a long period of time or gazing around the room gives the appearance of disinterest. Be aware of facial expressions, especially those that could be interpreted as "smirking," disbelief, anger or boredom.

(c) Avoid Argument or Debate. Only the Chair, not individual Board members, may interrupt a speaker during a presentation. However, a Board member can ask the Chair for a point of order if the speaker is off the topic or

exhibiting behavior or language the Board member finds disturbing. If speakers become flustered or defensive by Board questions, it is the responsibility of the Chair to calm and focus the speaker and to maintain the order and decorum of the meeting. Questions by Board members to members of the public speaking should seek to clarify or expand information. It is never appropriate to belligerently challenge or belittle the speaker. Board members' personal opinions or inclinations about upcoming votes should not be revealed until after public participation is closed. Board members should be aware that their body language and tone of voice, as well as the words they use, can appear to be intimidating or aggressive.

8. Board Conduct with the Public Outside of Public Meetings.

(a) Make No Commitments On Behalf of the District. Board members will frequently be asked to explain a Board action or to give their opinion about an issue as they meet and talk with constituents in the community. It is appropriate to give a brief overview of policy and to refer to staff for further information. It is inappropriate to overtly or implicitly promise Board action, or to promise staff will do something specific. It is important to remember that you are one vote. It takes a quorum of the Board to make any Board decision or take action.

(b) No Derogatory Comments. It is acceptable to publicly disagree about an issue, but it is unacceptable to make derogatory comments about other Board members, staff or their opinions and actions.

(c) Be Professional and Respectful. Board members are constantly being observed by the community every day that they serve in office. Their behaviors and comments should serve as models for proper behavior within the District. Honesty and respect for the dignity of each individual should be reflected in every word and action taken by Board members, 24 hours a day, seven days a week. It is a serious and continuous responsibility.

9. Board Conduct with Other Entities.

(a) Appearing Before Other Organizations. If a Board member appears before another governmental agency or organization to give a statement on an issue, the Board member must clearly state: 1) if his or her statement reflects personal opinion or is the official stance of the District; 2) whether this is the majority or minority opinion of the Board. If the Board member is representing another organization whose position is different from that of the District, the Board member should withdraw from participating on the issue if it significantly impacts or is detrimental to the District's interest. Board members should be open about which organizations they represent and inform the Chair and Board of their involvement.

(b) Correspondence with Other Organizations. The District's letterhead may be used when a Board member is representing the District and the District's official position. A copy of official correspondence should be given to the Board

Secretary to be filed as part of the permanent public record. District letterhead should not be used for correspondence of Board members representing a personal point of view, and is best not used to express a dissenting point of view from an official Board position. However, should Board members use District letterhead to express a dissenting point of view, the official District position must be stated clearly so the reader understands the difference between the official District position and the viewpoint of the individual Board member.

10. Board Conduct with Appointed District Boards and Commissions. The District has established Boards and Commissions as a means of gathering more community input. Citizens who serve on Boards and Commissions become more involved in government and serve as advisors to the Governing Board. They are a valuable resource to the District's leadership and should be treated with appreciation and respect.

(a) Attending Meetings of Boards and Commissions. Board members may attend any Board or Commission meetings, which are always open to any member of the public. However, they should be sensitive to the way their participation - especially if it is on behalf of an individual, business or developer - could be viewed as unfairly affecting the process. Any public comments by a Board member at a Board or Commission meeting should be clearly made as individual opinion and not a representation of the feelings of the entire Governing Board.

(b) Lobbying Boards and Commissions. It is inappropriate for a Board member to contact a Board or Commission member to lobby on behalf of an individual, business, or developer. It is acceptable for Board members to contact Board or Commission members in order to clarify a position taken by the Board or Commission.

(c) Appointing and Influencing Members. The District appoints individuals to serve on Boards and Commissions, and it is the responsibility of Boards and Commissions to follow policy established by the Governing Board. However Board and Commission members do not report to individual Board members, nor should Board members feel they have the power or right to threaten Board and Commission members with removal if they disagree about an issue. Appointment and re-appointment to a Board or Commission should be based on such criteria as expertise, ability to work with staff and the public, and commitment to fulfilling official duties. A Board or Commission appointment should not be used as a political "reward." Boards and committees should always remember they are advisory to the Governing Board, and often require Governing Board action or other approval of their recommendations.

(d) Respect Differing Opinions. A primary role of Boards and Commissions is to represent many points of view in the community and to provide the Board with advice based on a full spectrum of concerns and

perspectives. Board members may have a closer working relationship with some individuals serving on Boards and Commissions, but must be fair and respectful of all citizens serving on Boards and Commissions.

(e) Political Activity. Board and Commission members may offer political support to a Board member, but not in a public forum while conducting official duties. Conversely, Board members may support Board and Commission members who are running for office, but not in an official forum in their capacity as a District Governing Board member.

(f) Misconduct by Board or Commission Member. Inappropriate behavior by a Board or Commission member should be noted to the member's Chair and Vice Chair. The member's Chair and Vice Chair, with prior consultation with the Fire Chief and Board Secretary, should counsel the offending member. If inappropriate behavior continues, the Chair and Vice Chair should bring the situation to the attention of the Governing Board. Conflicts should be resolved at the lowest possible level.

11. Board Conduct with the Media.

(a) Stay On the Record. The best advice for dealing with the media is to "never go off the record." Most members of the media represent the highest levels of journalistic integrity and ethics, and can be trusted to keep their word. But one bad experience can be catastrophic. Words that are not said cannot be quoted.

(b) The Board Chair Should Speak on Behalf of the Board. The Chair is the designated representative of the Board to present and speak on the official District position. If an individual Board member is contacted by the media, the Board member should be clear about whether their comments represent the official District position or a personal viewpoint.

(c) Stay Professional. Comments taken out of context can cause problems. Be especially cautious about humor, sardonic asides, sarcasm, or word play. It is never appropriate to use personal slurs or swear words when talking with the media.

12. Sanctions for Board Member Misconduct.

(a) Serious Board Member Misconduct. Board members who intentionally and repeatedly do not follow proper conduct may be reprimanded or formally censured by the Board, lose committee assignments or have official travel restricted. Serious infractions of the Code of Conduct could lead to other sanctions as deemed appropriate by Board.

(b) Addressing Infractions. Board members should point out to the offending Board member infractions of the Code of Conduct. If the offenses continue, then the matter should be referred to the Chair in private. If the Chair is the individual whose actions are being challenged, then the matter should be

referred to the Vice Chair.

(c) Role of the Chair. It is the responsibility of the Chair to initiate action if a Board member's behavior may warrant sanction. If no action is taken by the Chair, the alleged violation(s) can be brought up with the full Board in a public meeting.

(d) Investigations. If a violation of the Code of Conduct is outside of the observed behaviors by the Chair or Board members, the alleged violation should be referred to the Chair. The Chair should contact the District's Attorney regarding the proper investigative procedure to follow. It is the Chair's responsibility to take the next appropriate action. These actions can include, but are not limited to: discussing and counseling the individual on the violations; recommending sanction to the full Board to consider in a public meeting; or forming a Board ad hoc subcommittee to review the allegation, the investigation and its findings, as well as to recommend sanction options for Board consideration. Videotaping of the complaint hearing should be used for a Board ad hoc subcommittee.

13. Addressing Staff Misconduct. Board members should refer to the Fire Chief any District staff members who do not follow proper conduct in their dealings with Board members, other District staff, or the public. These employees may be disciplined in accordance with District personnel policies and procedures for such actions.

14. Principles of Good Conduct.

(a) Keeping promises
(b) Being dependable
(c) Building a solid reputation
(d) Participating and being available
(e) Demonstrating patience
(f) Showing empathy
(g) Holding onto ethical principles under stress
(h) Listening attentively
(i) Studying thoroughly
(j) Keeping integrity intact
(k) Overcoming discouragement
(l) Going above and beyond, time and time again
(m) Modeling a professional demeanor

15. Behaviors Inconsistent With Good Conduct.

(a) Showing antagonism or hostility
(b) Deliberately lying or misleading

(c) Speaking recklessly
(d) Spreading rumors
(e) Stirring up bad feelings, divisiveness
(f) Acting in a self-righteous manner

16. Checklist for Monitoring Conduct. It all comes down to respect. Respect for one another as individuals; respect for the validity of different opinions; respect for the democratic process; and respect for the community that we serve. The following is a checklist Board members can use to monitor their own conduct:

(a) Will my decision/statement/action violate the trust, rights or good will of others?
(b) What are my ulterior motives and the spirit behind by actions?
(c) If I have to justify my conduct in public tomorrow, will I do so with pride or shame?
(d) How would my conduct be evaluated by people whose integrity and character I respect?
(e) Even if my conduct is not illegal or unethical, is it done at someone else's painful expense? Will it destroy their trust in me? Will it harm their reputation?
(f) Is my conduct fair, just, morally right?
(g) If I were on the receiving end of my conduct, would I approve and agree, or would I take offense?
(h) Does my conduct give others reason to trust or distrust me?
(i) Am I willing to take an ethical stand when it is called for? Am I willing to make my ethical beliefs public in a way that makes it clear what I stand for?
(j) Do I exhibit the same conduct in my private life as I do in my public life?
(k) Can I take legitimate pride in the way I conduct myself and the example I set?
(l) Do I listen and understand the views of others?
(m) Do I question and confront different points of view in a constructive manner?
(n) Do I work to resolve differences and come to mutual agreement?
(o) Do I support others and show respect for their ideas?
(p) Will my conduct cause public embarrassment to someone else?

ARTICLE XI
Fire Code and Standards

1. Adoption. Pursuant to A.R.S. § 48-805(B)(6) and (7), the Board may adopt, amend or revise the Fire Code. 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 hearing, pursuant to A.R.S. § 48-805(B)(7). The proposed revisions and/or amendments shall be posted, pursuant to A.R.S. § 48-805.02(A).

3. Fire Protection Standards. The Board may assist the State Fire Marshall in the enforcement of fire protection standards within the Fire District. A.R.S. § 48-805(B)(5)

4. NFPA and other Standards. The Board may adopt, amend, or revise such professional standards as it deems appropriate for administration of District services.

ARTICLE XII

Public Safety Personnel Retirement System Local Board

1. The District Participates in the Public Safety Personnel Retirement System "PSPRS". The District's participation in the PSPRS must be administered by a local board, pursuant to A.R.S. § 38-847(A). The District's local board shall be comprised of the Chairman of the District's governing board or the Chairman's designee, two members elected by secret ballot by members employed by the District and two citizens appointed by the Chairman of the District's governing board, one of whom must be a resident of the District and one of whom has experience in personnel administration, but who is not required to be a resident of the District. A.R.S. § 38-847(A)(3). The local board shall submit to the board of trustees the names of the members of the local board and the local board's secretary and independent legal counsel and shall submit any changes to those positions within ten days after the change. A.R.S. § 38-847(Q).

2. Appointment of Local Board Members. When the terms of local board members are due to expire, or when a vacancy occurs on the local board that must be filled by appointment of the Governing Board Chairman, the Governing Board Chairman shall nominate, and the Governing Board must take action to approve the Chairperson's nominees and the Chairperson's designee, if any.

3. Number of Local Board Members; Oath of Office; Training. There shall be a total of five local board members. A.R.S. § 38-847(A)(3). Each member of the local board, within ten days after the member's appointment or election, shall take an oath of office that, so far as it devolves on the member, the member shall diligently and honestly administer the affairs of the local board and that the member shall not knowingly violate

or willingly permit to be violated any of the provisions of law applicable to the system. Within one hundred eighty days after appointment or election, each board member shall complete local board training as prescribed by the board of trustees, including open meeting laws, ethics, legal review and fiduciary responsibilities and duties. A.R.S. § 38-847(C).

4. Vacancies on the Local Board. If a vacancy occurs for a local board member who is appointed by the Governing Board, the Governing Board shall appoint, within sixty (60) days of the date of the vacancy, a person to fill the unexpired term of the member who created the vacancy. A.R.S. § 38-847(C).

5. Meetings of the Local Board. The local board shall meet at least twice per year. A.R.S. § 38-847(C). Each member of a local board is entitled to one vote. A majority is necessary for a decision by the members of a local board at any meeting of the local board. A.R.S. § 38-847(L). The local board shall adopt such bylaws as it deems desirable. The local board shall elect a secretary who may, but need not, be a member of the local board. The secretary of the local board shall keep a record and prepare minutes of all meetings, in compliance with open meeting laws, and forward the minutes and all necessary communications to the state board of trustees. A.R.S. § 38-847(M).

ARTICLE XIII

Personnel and Administration

1. Personnel. The Board may, by resolution, hire, appoint, and employ personnel to carry out its lawful purposes, including, but not limited to, a District Chief who shall be the Chief Executive and Operational Officer of the District.

2. Personnel Policy. The Board may delegate its authority to hire, appoint, and employ personnel to the District Chief and his delegates pursuant to a personnel policy adopted by resolution.

3. Operational Policy. The Board may delegate its responsibility for operation of the District to the District Chief and his delegates pursuant to operational standards adopted by resolution.

ARTICLE XIV

Review and Amendments to the Bylaws

Review and Amendment of Bylaws. These Bylaws will be reviewed annually each January at the regularly scheduled meeting of the Board. Amendments to these Bylaws may be proposed in writing at any regular or special public meeting of the Board. Such proposed amendments shall be acted upon at the next regular public meeting of the Board or at a special public meeting called for that purpose and shall be adopted by an

affirmative vote of a majority of the Board members present. Notice of intention to present amendments to these Bylaws for adoption shall be contained in the notice of the meeting. All Bylaws adopted shall conform to Arizona State Law. Any Bylaw not in such conformity shall be invalid and State law shall replace them.

Bylaws adopted on November 9, 1988 and first amended December 9, 1992.
Bylaws as amended by the Board at its Regular Meeting on April 25, 2000.
Bylaws as amended by the Board at its Regular Meeting on September 25, 2001.
Bylaws as amended by the Board at its Regular Meeting on November 27, 2001.
Bylaws as amended by the Board at its Regular Meeting on February 27, 2007.
Bylaws as amended by the Board at its Regular Meeting on May 22, 2007.
Bylaws as amended by the Board at its Special Meeting on May 13, 2008.
Bylaws as amended by the Board at its Regular Meeting on April 28, 2009.
Bylaws as amended by the Board at its Regular Meeting on April 27, 2010.
Bylaws as amended by the Board at its Special Meeting on August 7, 2012.
Bylaws as amended by the Board at its Regular Meeting on January 22, 2013.
Bylaws as amended by the Board at its Regular Meeting on March 24, 2015.
Bylaws as amended by the Board at its Regular meeting on November 15, 2016.
Bylaws as amended by the Board at its Regular meeting on March 28, 2017.
Bylaws as amended by the Board at its Regular meeting on April 23, 2019.
Bylaws as amended by the Board at its Regular meeting on February 23, 2021.
Bylaws as amended by the Board at its Regular meeting on February 22, 2022.

IN WITNESS WHEREOF, the Chairman of the Northwest Fire District Board has hereunto set his hand this 22nd day of February, 2022.

George Carter, Board Chair