

**BYLAWS OF THE BOARD OF DIRECTORS OF THE  
RICHLAND FIRE DEPARTMENT  
AMENDMENT #2**

**ARTICLE I: NAME**

The name of the organization shall be the Richland Fire Department ("the Department").

**ARTICLE II: PURPOSE**

The purpose of the Department shall be to enable the City of Richland Center, Wisconsin ("the City") and the Village of Boaz and certain Towns or parts thereof lying outside of the incorporation limits of the City ("the Rural District") to create and operate a joint fire department that shall provide fire protection and other emergency services as authorized pursuant to the Fire Protection and Emergency Services Agreement of the Richland Fire Department ("the Agreement").

**ARTICLE III: BOUNDARIES**

The City of Richland Center shall be one area of service. The boundaries of the Richland Fire Department shall be designated on a detailed map, which clearly shows what areas outside the City of Richland Center the Richland Fire Department is bound to respond. The Richland Fire Department may add or delete any areas to or from its area of service by presenting a detailed map showing the proposed change(s) at the next meeting of the Department, when such change(s) may be approved in order for the addition or deletion to become effective. The Department shall have no responsibility to respond to calls at any location outside of the City Limits of the City of Richland Center, nor to areas not shown on the most recent revised map approved by the District and delivered to the Chief.

**ARTICLE IV: DIRECTORS**

A Board of Directors shall govern the Department. The directors shall be chosen and entitled to vote as set out in the Agreement. A director may resign at any time by filing a written resignation with the Secretary-Treasurer. Board of Directors members shall not be Department Personnel of the Richland Fire Department.

The number of Directors shall initially be determined independently, with the City choosing its directors, and the Rural District choosing its members. Either the City or the Rural District may change the number of directors from time to time, or this number may be modified from time to time by a vote of the Board of Directors.

Any vacancy in the office of director shall be filled as provided in the Agreement.

## **ARTICLE V: OFFICERS**

Section 1. The Officers of the Department shall be: Two (2) Co-Chairpersons; Two (2) Co-Vice Chairpersons; and a Secretary-Treasurer. The Co-Chairpersons and Co-Vice Chairpersons shall be designated as set out in the Agreement. The Secretary-Treasurer shall be elected by the Board as provided in the Agreement. The Board may create and fill such additional positions, including assistant Secretary-Treasurer, as it deems appropriate.

Section 2. The Officers shall hold office until their qualified successors shall have been designated or elected, as applicable. An Officer may resign at any time, by filing a written resignation with the Secretary-Treasurer.

Section 3. Whenever any vacancy occurs in any office, due to death, resignation, or otherwise, the office shall be filled in the manner provided in the Agreement.

Section 4. The Co-Chairpersons shall jointly be the principal executive officers of the Department and shall alternately preside at all meetings of the Board. In the event that either the City or the Rural District Co-Chairpersons is unavailable to act, the City or Rural District Co-Vice Chairpersons shall act in the officer's stead. At no time shall the Co-Chairperson and the Co-Vice Chairperson both be from either the City or the Rural District. Subject to the control of the board, and as set forth in these Bylaws, the Co-Chairpersons shall supervise and control all of the business and affairs of the Department and perform the duties and responsibilities of the Department as expected by a Chairperson under the Laws of the State of Wisconsin.

Section 5. Both Co-Chairpersons and the Secretary-Treasurer shall countersign all deeds, leases, or conveyances executed by the Department and shall keep an accurate and complete record of all the proceedings of the Department, including minutes of its meetings.

Section 6. The Secretary-Treasurer shall keep all books, records, and papers belonging to the Department or pertaining to the business thereof, and shall attend to the serving of all notices required to be given by the Department. He or she shall supervise and be accountable for the keeping of all money, credits and property of the Department which shall come into his or her hands or to any officer or agent of the Department, and shall supervise the keeping of an accurate account of all monies received or dispersed. He/she shall provide such information as required of the Department under the Laws of the State of Wisconsin. He/she shall have custody of all funds and securities of the Department. Whenever necessary and proper, he/she shall endorse on behalf of the Department all checks, notes, other obligations, and evidences of the payment of money to the Department. Additionally, he/she shall deposit or see to the depositing of the funds of the Department coming into his/her possession or the possession of agents of the Department in the name and to the account of the Department in such banks as may be selected as the depositories of the Department, or properly care for them in such a manner as the Board of Directors may direct. He/she may sign all checks and other instruments

drawn on or payable out of the funds of the department in his or her possession, custody, and control, or in the possession, custody and control of agents of the Department. He/she shall at any reasonable times within normal business hours, exhibit such books and accounts to any director. He/she shall, in general, perform all of the duties that are incumbent on the office of the Secretary-Treasurer of the Department, subject to the Board of Directors. If required by the Board of Directors, he/she shall provide bond in a specified sum and with such surety as necessary for the safe custody of the funds and property coming into his or her possession. He/she shall perform such additional duties as may be prescribed from time to time by the Board of Directors. An Assistant Secretary-Treasurer shall have all of the powers of the Secretary-Treasurer set out above unless restricted by the Board of Directors.

Section 7. In case of the absence or inability to act of any officer of the Department, the Board of Directors may delegate for the time being the duties of such officer to any other officer, or to any director, subject to the restrictions set out in Section 4 above.

## **ARTICLE VI: MEETINGS**

Section 1. The Board of Directors shall meet monthly as set in the Agreement.

Section 2. The Board of Directors may also convene additional regular meetings if deemed necessary.

Section 3. Special meetings of the Board of Directors shall be held whenever called by the Secretary-Treasurer upon the direction of the Co-Chairpersons, or upon the written request to the Secretary-Treasurer by any two (2) Directors.

Section 4. The Secretary-Treasurer shall give at least Seventy-two (72) hours advance notice of all such meetings whenever possible in person, by mail, telephone, email, or fax to enable the directors so notified to attend such meeting. Such notice shall state the time, purpose, and location of the meeting. If notice is given by mail, it shall be addressed to the director at his or her address as the same appears upon the Department's records.

Section 5. The City shall designate one of its board members to act as Co-Chairperson, and one of its board members to act as Co-Vice Chairperson. The Rural District shall do likewise. The City and the Rural District shall mutually elect or hire a Secretary-Treasurer. The Co-Chairpersons shall share the customary duties of a chairperson, and shall alternately preside over meetings.

Section 6. The Fire Chief shall have a representative present at all meetings, and shall be given notice of all meetings.

Section 7. Actual presence at, or written waiver of notice of, any meeting shall serve as a substitute for actual notice of the meeting.

Section 8. The Department shall comply with all applicable laws relating to the conduct of meetings of governmental bodies.

Section 9. In all voting matters, there shall be only Two (2) votes. One such vote shall be the vote of the City representatives, and the other shall be the vote of the Rural District representatives. All motions put to a vote of the Board of Directors shall require separate favorable votes by both the City representatives and the Rural District representatives to carry, unless a greater number is required by these Bylaws or by applicable Federal or State Laws.

Thus, in all voting matters, the City shall be entitled to one majority vote, and the Rural District shall be entitled to one majority vote. In the event of a tie, the motion shall not pass. The Co-Chairpersons and/or Co-Vice Chairpersons shall not have the power to break a tie.

Section 10. Upon motion, a meeting of the Richland Fire Department may be temporarily suspended, to allow for informal discussion among the members.

Section 11. There shall be an annual budget meeting held in August of each year, at which time the budget for the next business year, running from January 1 of that year through December 31 of that year, shall be proposed, adjusted, and approved for submission to the governing bodies of the parties to this contract at the September Fire Department meeting.

## **ARTICLE VII: QUORUM**

Both a majority of the City representatives and a majority of the Rural District representatives shall be required to constitute a quorum at any meeting of the Board of Directors. All motions put to a vote shall require separate favorable majority votes by both the City representatives and the Rural District representatives to carry, unless a greater number is required by these Bylaws or by applicable Federal or State Laws.

## **ARTICLE VIII: COMMITTEES**

Special committees may be created by the Board of Directors, with Chairperson and members appointed by the Co-Chairpersons. The board of Directors shall supervise and coordinate the activities of standing and special committees. Co-Chairpersons shall be ex-officio members of all standing and special committees.

## **ARTICLE IX: CONDUCT OF MEETINGS**

All meetings authorized by these Bylaws shall be governed by the parliamentary rules contained in the most recent edition of Robert's Rules of Order, to the extent not in conflict with applicable Laws, the Agreement, or these Bylaws.

## ARTICLE X: FISCAL YEAR

The accounting year of the Department shall begin on the first day of January of each year.

## ARTICLE XI: AMENDMENTS

The Board of Directors, by vote, may amend, adopt, or repeal any or all of the provisions of these Bylaws provided that the notice for the meeting at which the proposed action is to be taken shall specifically note such proposed action, and further provided that the voting procedure complies with Article VI above.

These Bylaws are hereby amended, passed and approved this 8<sup>th</sup> day of July, 2013.

CITY OF RICHLAND CENTER

BY: Philipine J. Threman

BY: RLFC

RICHLAND RURAL FIRE DISTRICT

BY: Scott Banker

BY: Calvin Brown