

## BYLAWS

### *Of the*

#### Jefferson County Emergency Services Agency

**WHEREAS**, on July 31, 2014, the Jefferson County Commission (the Commission) adopted an Ordinance to dissolve and reconstitute the Jefferson County Emergency Services Agency (JCESA)(the Agency) pursuant to Senate Bill 224;

**WHEREAS**, it is desirable to have Bylaws for governance by the JCESA Board of Directors (Board), the Board hereby adopts these Bylaws to effectuate the purposes of the Act and to enable the Board to conduct its business in an open, efficient, orderly, responsible and accountable manner.

#### ARTICLE 1. FISCAL YEAR

The fiscal year the Jefferson County Emergency Services Agency shall commence on July 1 of each year. The fiscal year shall constitute the budget year and shall delineate terms of office for Officers.

#### ARTICLE 2. BOARD OF DIRECTORS

**(a) Governance.** Management of the Agency shall be vested in a Joint Emergency Services Board. The Board shall consist of six members appointed by the County Commission who are citizens of the United States, registered voters in and official residents of Jefferson County constituted as follows:

- (1) One member of the Jefferson County Commission (who shall only be eligible to serve on the Board so long as he/she remains a member of the County Commission);
- (2) One representative of the emergency medical services community in Jefferson County, selected from three nominees submitted by the Fire and Rescue Association;
- (3) One representative of the fire protection services community in Jefferson County selected from three nominees submitted by the Fire and Rescue Association;
- (4) Three citizen members of the Board;
- (5) The President of the Fire and Rescue Association shall be a non-voting Board member.

For additional requirements for Board members, refer to Section 3, the Joint Emergency Services Board, of the new ordinance.

**(b) Terms of Office.** Individuals appointed to the Board shall serve for the term specified by the Commission, or until their successors have been appointed and qualified. Board members are limited to two consecutive terms.

**(c) Compensation.** Members and Officers of the Board shall serve without compensation other than reimbursement of approved reasonable and necessary expenses incurred in the discharge of their duties, unless a majority of the Board shall vote to establish such compensation.

**(d) Meetings.** Meetings of the Board shall be classified as Regular, Special, Emergency or Work Session. All meetings shall be conducted in accordance with the West Virginia Open Governmental Proceedings Act. In addition to requirements of West Virginia law, meetings shall be conducted in accordance with Roberts Rules of Order. Any member of the news media or the public may record the open portion of any meeting, subject to reasonable limitations on placement.

**(1) Regular Meetings.** Regular meetings of the Board shall be held on the third Tuesday of each calendar month commencing at 7:00 p.m. at 419 Sixteenth Avenue, Ranson, West Virginia 25438 or at such other date, time and place as the Board may from time to time determine by resolution. All regular meetings shall be general meetings for the consideration of any and all matters which may properly come before the Board. The notice of and agenda for any Regular Meeting shall comply with the requirements of Article 2, Section (d) of these Bylaws so that the public and the news media may be properly informed of the particulars of matters to be discussed at any Regular Meeting.

**(2) Special Meetings.** Special Meetings of the Board may be called by the Chairman or by any two members upon written request to the Secretary. Upon receipt of a proper request for a Special Meeting, the Secretary shall send to all members, at least two business days in advance of any Special Meeting, a written notice setting forth the date, time and place of the Special Meeting and the matters to be considered at the Special Meeting. The notice of, and agenda for, any Special Meeting shall comply with the requirements of Article 2, Section (d) of these Bylaws so that the public and the news media may be properly informed of the particulars of matters to be discussed at any Special Meeting.

**(3) Emergency Meetings.** Emergency meetings may be called at any time with such advance public notice as is practicable in light of the immediacy of the official action that is required and the nature of the emergency. Notice of the date, time, place and particulars requiring such emergency action shall be given as soon as is practicable in advance of the Emergency Meeting. The notice must explain the facts and circumstances warranting the emergency, and such explanation must also be included in the minutes for the meeting.

**(4) Work Sessions.** Work Sessions are meetings subject to the requirements of the Open Meetings Act. Notice of the date, time, place, and agenda of a work session should be provided at least two days in advance of the work session. A Work Session constitutes an Open Meeting where the public and the media are reasonably able to hear and observe the discussions which take place, subject to the same Executive Session exceptions that apply in a formal meeting. Minutes for Work Sessions must be prepared in the same manner as for Regular, Special and Emergency meetings.

**(5) Executive Sessions.** Executive Sessions are only authorized to consider matters that fall within the twelve exceptions to the West Virginia Open Governmental Proceedings Act. Executive Sessions may only be held in the course of a properly noticed public meeting. In order to proceed into Executive Session, a Board member must first move that the governing body meet in Executive Session to discuss a particular agenda item. The Chairman or other presiding officer must identify the purpose for, and statutory exception justifying convening an Executive Session. The motion to convene an

Executive Session must be seconded and shall require the affirmative vote of the majority of the Board members who are present.

**(e) Quorum.** Four members of the Board shall constitute a quorum. Each voting member shall have one vote on all matters coming before the Board. The vote of four voting members present at any meeting of the Board shall be necessary to take any action. Votes on all matters that come before the Board shall be by recorded vote in open session.

**(f) Agendas.** Agendas shall be prepared for all Regular, Special and Emergency meetings, as well as for the Work Sessions. Agendas should list each matter requiring official action which the Board expects to address in the course of each meeting. Agenda items for any Regular meeting must be submitted in writing to the Secretary at least one week prior to the meeting. Agenda items must be described with sufficient specificity to inform the public of the nature of the issue to be considered by the Board.

The Director or designee shall prepare agendas in consultation with Chairman. Agenda's should be posted at JCESA's principal office and on the Agency website in compliance with the Open Meetings Act at least three business days in advance of a Regular meeting and at least two business days in advance of any Special meeting or Work Session. When the agenda is posted before the close of business on a regular JCESA business day, that day shall be considered a business day for calculating the requisite notice under this subsection. Notice of an Emergency Meeting shall be posted as soon as is practicable.

Once an agenda has been published, it may not be amended absent an emergency requiring immediate official action. Although citizens, Board members, or other individuals may raise or ask questions about an issue, if the issue is not on the published agenda, Board members may not make a decision on such matters at the meeting. Rather the Chairman, or other presiding officer, shall rule such deliberations out of order and, if further consideration is to be given to the matter, it must be set on the agenda for a subsequent meeting. Any decisions made in contravention of these provisions shall be declared legally void.

**(g) Minutes.** Secretary shall be responsible for keeping minutes of all Regular, Special, Emergency and Work Session meetings. Draft minutes shall be made available to the members of the public or news media within a reasonable time after each meeting. After corrections and amendments to the minutes have been approved by the Board at a subsequent meeting, the approved minutes shall be signed by the Chairman or Secretary and shall be a public record available to any member of the public or the news media.

### ARTICLE 3. OFFICERS

**(a) Designation.** The Board shall elect one of its appointed members as chairman, another as vice chairman, and another as treasurer, and shall appoint a secretary. Additional officers may be elected as the Board may from time to time deem necessary or desirable, and such additional officers need not be members of the Board.

**(b) Duties of Officers.** The Chairman shall preside over all meetings of the Board. The Vice Chairman shall act in the Chairman's absence or incapacity, or in cases where the Chairman has a conflict of interest. The Secretary, appointed by the Board, shall ensure that minutes of all Board meetings are kept, and shall make all necessary certifications. The Treasurer shall be responsible for preparing and

presenting the annual budget for the Board's consideration, shall have charge of all JCESA financial records, and shall provide financial reports to the Board at its regular meetings.

**(c) Term of Office.** Officers shall take office on July 1 of each year and shall serve for the ensuing fiscal year.

**(d) Qualification.** The Chairman and Vice-Chairman must have been members of the Board for at least one year prior to the beginning of the fiscal year for which they are nominated for election; and must have attended at least eight regular meetings, and a majority of Special and Emergency meetings, during the year proceeding the commencement of the fiscal year for which they are seeking office. The Secretary shall certify attendance records and requisite times of service prior to a vote on any nominees.

**(e) Nominations.** The Chairman shall issue a call for nominations for each office for presentation at the June meeting, or at such other Regular or Special meeting as may be designated by a majority of the Board for election of Officers. Individuals may nominate themselves, or be nominated by other members. Prior to commencement of any election, nominees shall indicate their willingness to accept the nomination and to serve if elected.

**(f) Continuity.** Officers shall continue in their position until such time as their successors are elected and qualified. In the event an Officer position shall become vacant for any reason, the Chairman shall cause an election to be held at a Regular or Special meeting of the Board to fill the vacant Officer position.

#### **ARTICLE 4. COMMITTEES**

The Chairman may appoint committees as necessary to assist the Board in the conduct of the Agency's business. The Chairman shall also designate the chair of each such committee. Committee meetings shall be held in accordance with the Open Meetings Act as more specifically set out in Article 2 of these Bylaws.

#### **ARTICLE 5. CONTINUING JURISDICTION**

The Commission shall retain continuing jurisdiction and the Agency shall in all respects remain subject to the jurisdiction and authority of the Commission.

#### **ARTICLE 6. AMENDMENT**

Amendments to these Bylaws must be approved by a vote of two-thirds of the members of the Board. Proposed amendments must be presented at the Regular Meeting immediately preceding the Regular Meeting at which any vote on the proposed amendments is taken. Such amendments shall be submitted to and approved by the Commission.

#### **ARTICLE 7. SEVERABILITY & CONSTRUCTION**

In the event of a conflict between the terms of these Bylaws and those of the Ordinance, the terms of the Ordinance shall govern. If any section, subsection, clause, phrase or portion of this Ordinance is, for any reason, held to be invalid or unconstitutional by any court of competent jurisdiction, such holding shall not affect the validity of the remaining provisions of the Ordinance, nor impair or nullify the remainder of the Ordinance, which shall continue in full force and effect.

THESE BYLAWS were adopted by the Board on the 18 day of November 2014.

WITNESS:

Handwritten signature of R.M. Kelley in cursive script.

R.M. Kelley, Chairman

Handwritten signature of Chris Conroy in cursive script.

Chris Conroy, Vice Chairman