

## **SHADY HARBOR FIRE DISTRICT BYLAWS – REVISIONS 2018**

**As amended and restated on July 28, 2018**

### **Article 1 – Rules of Construction**

Section 1. These Bylaws are subordinate to, and shall be construed consistently with, the Act to Incorporate the Shady Harbor Fire District (the “District”) enacted by the General Assembly of the State of Rhode Island and Providence Plantations, January Session, 1963, as amended (the “Act”). What is stated in the Act is deemed to be a part hereof.

### **Article 2 - Qualified Voters/Voting**

Section 1 Qualified Voters who are present in person shall be eligible to vote at any Annual Meeting or special meeting of the District, or at any adjournment thereof. Qualified Voters shall mean (1) every person of the age of majority according to the Laws of the State of Rhode Island who is the owner of real property located within the District, and (2) every person of the age of majority according to the Laws of the State of Rhode Island who is a resident (as defined by RIGL 17-1-3.1) within the District for at least thirty (30) days prior to the date set for the Annual Meeting or special meeting and who shall be registered to vote with the proper authorities of the Town of Charlestown at least thirty (30) days prior to the date set for the Annual Meeting or special meeting.

Section 2. In determining who may be a Qualified Voter the following guidelines may apply: if the owner of real property is a trust, each person of the age of majority who is a beneficiary of the trust may vote, and if no such beneficiaries are present at the meeting the trustee of the trust who is a person of the age of majority may vote on behalf of the beneficiaries; if the owner of real property is a partnership, each person of the age of majority who is a general partner of the partnership may vote; if the owner of real property is an estate, the trustee or executor of the estate who is a person of the age of majority may vote on behalf of the estate; and if the owner of real property is a limited liability company, each person of the age of majority who is a principal shareholder of the limited liability company may vote. Corporations and shareholders of corporations are not eligible to vote.

Section 3. The Assessors shall determine which persons are Qualified Voters. The Assessors shall prepare a list of Qualified Voters for use at District meetings and shall keep said list current. The Assessors shall have said list available at each Annual and special meeting of the District and said list shall be used to determine those persons who may vote on matters to come before such meetings. Said list shall be based on the assessment list and voting list of the Town of Charlestown.

Section 4. The Assessors, in consultation with the Moderator and the Chair of the Nominating Committee, may prepare ballots for use by Qualified Voters for the election of officials or to vote on any other matter at the Annual Meeting or a special meeting of the District. If ballots are used the Assessors shall be responsible for distributing ballots, collecting ballots, counting the votes and announcing the results of the votes.

### **Article 3 - Meetings**

Section 1. The District shall hold an Annual Meeting for the election of District officials, hearing official reports, ordering a tax and the collection thereof, making appropriations, and transacting all other business that may legally come before said meeting. The Annual Meeting shall be held

on the fourth Saturday in July of each year at a time to be determined by the Moderator, unless another date and time in July is approved by the voters at the prior Annual Meeting or the Moderator determines that another date and time in July is more appropriate.

- Section 2. Special meetings may be called by the Moderator, Deputy Moderator or by five members of the Executive Committee. The object of such special meeting shall be stated in the notice of the meeting and no other business shall be transacted.
- Section 3. Notice of every Annual or special meeting shall be made by mailing notices thereof to all persons named in the list of voters. Said notice shall be given by mailing a written or printed notice of the time when, date and place where the meeting is to be held not less than seven (7) and not more than thirty (30) days prior to the day of said meeting. Mailing may be accomplished by electronic mail, U.S. Postal Service, or any other service designed to provide actual notice to the person named in the list of voters. Notice of said meetings shall also be posted on the District's web site and on the District's public bulletin boards within the District not less than seven (7) and not more than thirty (30) days prior to the day of said meeting.
- Section 4. At least forty-eight (48) hours prior to the Annual Meeting, the agenda for the Annual Meeting shall be sent by electronic mailing, posted on the District's web site and posted on the District's bulletin boards.
- Section 5. Any notice or agenda may be made by electronic mail sent to the electronic address on file with the District for each Qualified Voter. It is the responsibility of each Qualified Voter to provide an electronic mailing address to the District. Any such Qualified Voter who fails to provide an electronic mailing address to the District shall be deemed to have waived any right to have notices of meetings, agendas or other information mailed to them, unless they give written notice to the Moderator and the Clerk that they are not able to receive electronic notices.

#### **Article 4 - Executive Committee**

- Section 1. The Executive Committee shall represent, and act on behalf of, the qualified voters of the District between meetings of the voters of the District. It shall be the governing body of the District, subject to the will of the Qualified Voters and subject to the powers vested in the Qualified Voters by law, or by the Act or by these Bylaws.
- Section 2. The Executive Committee shall, among other things, have power to:
- a. Authorize expenditures not contained in or exceeding the annual budget and not to exceed 25% of the existing annual budget plus any recovered insurance proceeds after receiving the recommendation of the Moderator and the Chair of the Finance Committee, provided that in addition to any recovered insurance proceeds there are reserves designated for the purpose of the expenditure available or undesignated surplus funds available. The Executive Committee shall attempt, but shall not be required, to reduce other items in the approved annual budget to offset such expenditure of funds to the extent feasible.
  - b. Authorize depository and borrowing arrangements, and signatures on District checks.
  - c. Authorize the employment and removal of permanent staff members, legal counsel, and contractors.
  - d. Authorize compensation paid to staff, counsel and contractors as budgeted.
  - e. Authorize the establishment and dissolution of committees and subcommittees.

- f. Replace Officers, Managers and Committee Chairs who die, become disabled, resign or move away before the next Annual Meeting or who have engaged in criminal activities or have failed to perform their duties.
- g. Adopt rules, policies and regulations, and if the Executive Committee so determines, such rule, policy or regulation may be submitted to a meeting of District voters.
- h. Initiate and settle suits and other legal action.
- i. Confirm the appointment of Finance Committee members and Nominating Committee members.
- j. Assign powers and duties to Officers, Managers and Committee Chairs.
- k. Investigate and analyze the availability of federal, state, and local government grants and/or loans and submit any proposed loans to the voters for approval .
- l. Approve a temporary annual budget which may include expenditures which do not exceed the total expenditures in the prior year's annual budget, in the event the voters fail to approve an annual budget prior to the beginning of any fiscal year. Any such temporary budget shall be replaced by any annual budget subsequently approved by the voters.

Section 3. The Executive Committee shall consist of the following voting members: the Moderator, Deputy Moderator, Treasurer, Clerk, Tax Collector, three (3) Assessors, Chair of the Finance Committee, Chair of the Nominating Committee, the Beach Manager, Communications Manager, Docks Manager, Roads and Property Manager, Social Manager, Water Manager, two (2) Members at Large, and any past Moderator whose term of office ended within the four prior years. The Assistant Treasurer shall be a non-voting member of the Executive Committee, but may exercise the voting rights of the Treasurer if the Treasurer is absent from a meeting. Other past moderators who are not otherwise members of the Executive Committee may be non-voting members of the Executive Committee. A member who holds two or more voting positions on the Executive Committee shall be entitled to only one (1) vote.

Section 4. Voting members of the Executive Committee, other than past Moderators, shall be elected at the Annual Meeting to serve a one year term, except that Assessors shall be elected as provided in Article 11.

Section 5. Meetings of the Executive Committee may be called by the Moderator, Deputy Moderator, or Clerk by telephone or electronic mail upon four (4) days' notice to all members of the Committee.

Section 6. A majority of the voting members of the Executive Committee present at the meeting shall constitute a quorum. If a quorum is present, action may be taken by a majority vote of the voting members present.

Section 7. Notice of the date, time, place and agenda of any meeting of the Executive Committee shall be posted at the building in which the meeting is to be held, on the District's bulletin boards and web site and with the Secretary of State at least forty-eight (48) hours prior to the meeting.

**Article 5 - Officers**

Section 1. The officers of the District shall consist of the Moderator, Deputy Moderator, Treasurer, Assistant Treasurer, Clerk, three (3) Assessors and the Collector of Taxes.

Section 2. Officers, except for Assessors, shall be elected at the Annual Meeting to serve a one-year term. Assessors shall be elected at the Annual Meeting for three-year terms or to fill the remaining term of an Assessor who resigns. The terms of the Assessors shall be staggered so that one term expires each year. .

Section 3. All Officers shall be subject to the supervision and oversight of the Executive Committee.

#### **Article 6 - Moderator**

Section 1. The Moderator shall serve as the Chief Executive Officer of the District.

Section 2. The Moderator shall, among other things:

- a. Preside at all District voter and Executive Committee meetings.
- b. Represent the District with Federal agencies, the State of Rhode Island, local councils, committees, officials and agencies.
- c. Appoint members to the Finance Committee and the Nominating Committee, subject to confirmation by the Executive Committee.
- d. Appoint members to, and remove members from, all non-Shady Harbor Fire District committees where the District is represented.
- e. Direct the activities of District Officers, Managers and Committee Chairs and District employees.
- f. Be agent of record for the District.
- g. Create special committees, specify the purpose of each special committee, appoint the chair of each special committee, and appoint members to, and remove members from each special committee.

#### **Article 7 - Deputy Moderator**

Section 1. The Deputy Moderator's office is intended to provide support to the Moderator and eventually to succeed the Moderator. The Deputy Moderator shall assume the duties of the Moderator during the Moderator's absence, and in the event of death, resignation or inability to act (as determined by the Executive Committee) of the Moderator, the Deputy Moderator shall assume the duties of the Moderator until the next Annual Meeting.

#### **Article 8 - Treasurer**

Section 1. The Treasurer shall serve as the Chief Financial Officer of the District.

Section 2. The Treasurer shall, among other things:

- a. Administer all funds paid to the District for whatever purpose including taxes.
- b. Deposit or cause to be deposited all funds paid to the District in federally insured accounts in banks or trust companies preferably with local offices, subject to the approval of the Finance Committee.
- c. Pay invoices for expenditures approved or requested by the Moderator, Executive Committee, a committee Chair, an Officer, or a Manager provided such expenditures are

included in the approved budget, are authorized by the Executive Committee as provided in Article 3, are approved transfers of budgeted items as provided in Article 14, or are approved emergency expenditures as provided in Article 14.

- d. Invest District funds as appropriate in federally insured accounts or in other investments permitted for municipal governments in Rhode Island.
- e. Maintain accurate, current records of all financial transactions.
- f. Provide a comparison of actual expenditures to budget at least quarterly and an annual comparison of actual expenditures to budget no later than thirty (30) days after the end of the fiscal year. Provide a statement of financial condition as of year-end, including the amounts of designated reserves, general reserves and undesignated surplus, no later than thirty (30) days after the end of the fiscal year.
- g. Maintain a District safety deposit box at a District bank, if necessary.
- h. Train and supervise the activities of the Assistant Treasurer.
- i. Assist Officers and Managers in estimating annual budget and cash flow requirements.
- j. Provide a current comparison of actual expenditures to budget, an estimate of year-end surplus or deficit and a current statement of bank balances and investments to be available at the District Annual Meeting.
- k. Cause any financial reports of the District required to be filed by State law to be filed on a timely basis.
- l. Procure insurance on behalf of the District.
- m. Provide support to the Finance Committee and attend meetings of the Finance Committee.
- n. Post a bond at the expense of the District.

#### **Article 9 - Assistant Treasurer**

Section 1. The Assistant Treasurer's office is intended to provide support to the Treasurer. The Assistant Treasurer shall assume the duties of the Treasurer in the absence of the Treasurer, and in the event of the death, resignation or inability to act (as determined by the Executive Committee) of the Treasurer, the Assistant Treasurer shall assume the duties of the Treasurer until the next Annual Meeting. The Assistant Treasurer shall post a bond at the expense of the District. The Assistant Treasurer shall become familiar with all the responsibilities of the Treasurer.

Section 2. In the absence of the Treasurer at a meeting of the Executive Committee, the Assistant Treasurer may take the place of the Treasurer as a member of the Executive Committee and may exercise the voting power of the Treasurer.

#### **Article 10 - Clerk**

Section 1. The Clerk shall:

- a. Cause to be distributed and posted timely notices and agendas of all voter, Executive Committee, Finance Committee and Nominating Committee meetings, including any necessary Secretary of State postings.

- b. Cause to be distributed any reports and other information prepared for all voter and Executive Committee meetings.
- c. Prepare minutes of the voter meetings and Executive Committee meetings.
- d. Execute such documents as may be authorized by the voters or the Executive Committee or the Moderator.

Section 2. The Clerk shall maintain complete records of all District proceedings, minutes, rules, regulations, agreements, official reports, deeds, government permits and other documents of legal consequence.

Section 3. The Clerk shall cause to be posted on the Shady Harbor website copies of these Bylaws, minutes of the annual and special meetings of the District, the Executive Committee, the Finance Committee and the Nominating Committee, and rules, regulations and policies of the District.

Section 4. In the performance of his or her duties, the Clerk may be assisted by one or more assistant clerks, recommended by the Clerk and appointed by the Moderator. Each such assistant clerk shall be subject to the direction of the Clerk.

#### **Article 11 - Assessors**

Section 1. The Assessors shall annually obtain a list from the Town of Charlestown of all real property within the Fire District according to the last complete assessment valuation made by the Assessors of Taxes of the Town of Charlestown, and the voting list of the Town of Charlestown, and use such lists in preparing the list of Qualified Voters. The assessors shall also carry out responsibilities described in Article 2 with respect to preparation of the list of Qualified Voters and voting at meetings of the District.

Section 2. The Assessors shall cause the total list value of taxable real property within the District to be presented to the Finance Committee and Tax Collector in a timely manner prior to the District Annual Meeting. The Assessors shall cause the assessment list of all taxable real property within the District to be provided to the Tax Collector for the preparation of tax bills.

#### **Article 12 – Tax Collector**

Section 1. The Tax Collector shall:

- a. Prepare and distribute tax bills to all owners of taxable real property in the District based on the current assessment list provided by the Assessors and the annual tax rate determined as provided in the annual budget and in accordance with any tax resolution approved by the voters of the District.
- b. Collect and pay over to the Treasurer of the District all taxes collected. In the collection of taxes, generally the practice and procedure adopted by the corresponding office of the Town of Charlestown, Rhode Island shall be followed.
- c. Maintain a record of tax payments and issue delinquency notices and record liens for unpaid taxes as necessary.
- d. Post a bond at the expense of the District.

## **Article 13 - Managers**

- Section 1. There shall be six (6) Managers with responsibilities described in this Article: the Beach Manager, the Communications Manager, the Docks Manager, the Roads and Property Manager, the Social Manager and the Water Manager.
- Section 2. Managers shall be elected at the Annual Meeting to serve a one-year term.
- Section 3. The Beach Manager shall be responsible for the maintenance and use of the ocean beach and parking related thereto, beach personnel, and liaison with other fire districts and organizations on ocean beach issues.
- Section 4. The Communications Manager shall be responsible for preparing and distributing newsletters containing items of interest to the members of the District, administering the District's website and facilitating the distribution of notices, alerts and other information by electronic mailings.
- Section 5. The Docks Manager shall be responsible for maintenance, utilization and docking assignments at all District right of ways, assigning right of way dock privileges and District mooring privileges, causing necessary permits in the District's name to be maintained for right of way docks and District moorings, and enforcement of dock and mooring rules.
- Section 6. The Roads and Property Manager shall be responsible for District streets, the land portion of rights-of-way, storm drains, snow removal, brush cutting, signs, beautification and landscaping.
- Section 7. The Social Manager shall be responsible for special social, recreational, and special recognition functions applicable to all Fire District members. The Social Manager shall organize these activities as may serve the needs of the members or as requested by the Executive Committee. The Social Manager may raise funds and expend these funds independent of and without approval of the Executive Committee or Finance Committee or Treasurer to support its activities.
- Section 8. The Water Manager shall be responsible for maintenance of the water supply system including distribution mains, wells, pumps, testing and well site property, overseeing any connections and disconnections to the water supply system, and reviewing the design and installation of sewage disposal systems to avoid any negative impact on the water system.
- Section 9. Each Manager shall be responsible for approving disbursement of budgeted funds in his or her area of responsibility and enforcement of any District rules in his or her area of responsibility. Each Manager in his or her area of responsibility shall keep apprised of Federal, State and local government laws to ensure District compliance. Each Manager shall be subject to the supervision and oversight of the Executive Committee and shall advise and report, as appropriate or requested, to the Executive Committee. No Manager shall have authority to bind the District except as authorized by the Executive Committee or Moderator. Each Manager may propose rules to be adopted by the Executive Committee to govern their area of responsibility. Each Manager shall prepare reports on his or her area of responsibility for the Annual Meeting and the Executive Committee and as requested by the Moderator.
- Section 10. Each Manager may enlist the help of other volunteers in the performance of his or her duties, but no such volunteer or group of volunteers shall constitute a committee or have or exercise any power or authority that would make it subject to the Open Meetings Act.

## **Article 14 – Finance Committee**

- Section 1. The Chair of the Finance Committee shall be elected at the Annual Meeting to serve a one-year term.
- Section 2. The Finance Committee shall consist of two (2) to four (4) members in addition to the Chair. The Chair may recommend members for appointment by the Moderator and approval by the Executive Committee.
- Section 3. The Finance Committee shall:
- a. Be responsible for District budget preparation, financial and long term planning and auditing.
  - b. Prepare and recommend for approval by the voters at the Annual Meeting a budget for the District for the ensuing year with recommendation for funding sources, (i.e., taxes, reserves, undesignated surplus, loans, fees, etc.). The budget shall include lines for a contingency and any amount to be contributed to any reserve funds. The budget shall reflect any fees to be charged for the support of certain expenses, including any fees for beach use and right of way dock use. In developing such budget the Finance Committee shall seek the input of the Moderator and the Deputy Moderator.
  - c. Recommend a tax rate, based on the assessors' list of taxable property, to raise revenues which will be sufficient to meet all expenses, contingency and reserve amounts provided for in the approved budget, taking into account other revenue sources and allowance for uncollected revenues, and in accordance with any annual tax resolution approved at the Annual Meeting.
  - d. Make specific recommendations to District voters for approval of any borrowing.
  - e. Prepare any required specific guideline/policy for the loan, expenditure, banking, and disbursement of Fire District funds.
  - f. Determine long term planning recommendations as requested or required by the Executive Committee.
  - g. Determine the amounts of bonds for the Treasurer, Assistant Treasurer and Tax Collector.
- Section 4. The Chair of the Finance Committee shall undertake a review of all financial records annually for report to the Executive Committee and voters at the Annual Meeting.
- Section 5. If the Chair of the Finance Committee and the Moderator determine that it is in the best interest of the District, they may authorize any expenditure in excess of the amount budgeted for such expenditure or any item not included in the budget, provided the budgeted amount for any unspent and unencumbered other budget item is reduced by the amount of such authorized increase in expenditure, so that the total amount of the budget shall not be increased. The Treasurer shall notify any Manager impacted by such transfers and the amounts of each such budget increase and decrease.
- Section 6. In the event of an Emergency, if the Chair of the Finance Committee and the Moderator determine that it is necessary to address immediately the effects of the Emergency by the expenditure of funds in order to protect the health, safety or property of residents of the District or of the District itself, they may authorize any expenditure in excess of the amount budgeted for such expenditure or any item not included in the budget, provided that (1) there are recovered insurance proceeds, reserves, or undesignated surplus funds available to fund such expenditure, and (2) any such expenditure of more than fifty percent (50%) of available



reserves and undesignated surplus funds shall require the approval of the Executive Committee. "Emergency" shall mean a serious, unexpected and dangerous situation which threatens the health, safety or property of residents of the District or of the District itself and requires immediate action to remedy. The Moderator or Finance Chair shall notify the members of the Executive Committee promptly of any such authorization.

Section 7. Notice of the date, time and place and the agenda of any meeting of the Finance Committee shall be posted at the building in which the meeting is to be held, on the District's bulletin boards and web site and with the Secretary of State at least forty-eight (48) hours prior to the meeting. The Chair of the Finance Committee shall prepare the notice and agenda for each meeting of the Finance Committee and file it with the Clerk in sufficient time to meet the requirements of this Section.

Section 8. The Chair of the Finance Committee shall cause to be prepared minutes of each meeting of the committee within two weeks of each meeting and shall promptly file the minutes with the Clerk.

### **Article 16 - Nominating Committee**

Section 1. The Chair of the Nominating Committee shall be elected at the Annual Meeting to serve a one-year term.

Section 2. The Nominating Committee shall consist of no less than two (2) and no more than four (4) members in addition to the Chair. Except for the Chair, the members shall be appointed by the Moderator subject to the approval of the Executive Committee. They shall serve staggered two-year terms.

Section 3. The Nominating Committee shall nominate a slate of Officers, Managers, Committee Chairs and two Members at Large for consideration by the voters at the Annual Meeting. In developing such slate the Nominating Committee shall seek the input and guidance of the Moderator and Deputy Moderator. The Deputy Moderator and Moderator should preferably have served on the Executive Committee before being nominated for these offices. The Moderator should preferably have served as Deputy Moderator before being nominated as Moderator.

Section 4. Other nominations may be made by five (5) or more Qualified Voters present at the Annual Meeting. Other nominations may also be made in writing to the Chair of the Nominating Committee signed by five (5) or more Qualified Voters prior to the Annual Meeting.

Section 5. The Chair of the Nominating Committee shall consult with the Assessors as provided in Article 3 on the preparation of ballots in the event that more than one candidate is nominated for a particular position.

Section 6. Notice of the date, time and place and the agenda of any meeting of the Nominating Committee shall be posted at the building in which the meeting is to be held, on the District's bulletin boards and web site and with the Secretary of State at least forty-eight (48) hours prior to the meeting. The Chair of the Nominating Committee shall prepare the notice and agenda for each meeting of the Nominating Committee and file it with the Clerk in sufficient time to meet the requirements of this Section.

Section 7. The Chair of the Nominating Committee shall cause to be prepared minutes of each meeting of the committee within two weeks of each meeting and shall promptly file the minutes with the Clerk.

## **Article 17 - Members At Large**

- Section 1. There shall be two Members at Large elected at the Annual Meeting to serve for a term of one year on the Executive Committee.
- Section 2. Members at Large shall identify issues and concerns which are relevant to District activities. Members at Large shall assume special assignments as identified and required by the Moderator or through Executive Committee direction.

## **Article 18 -Vacancies**

- Section 1. If the Annual Meeting fails to fill an elective office scheduled to be filled at the Annual Meeting, or if a vacancy in an elective office occurs between Annual Meetings, the Executive Committee or the voters at a special meeting called for that purpose may fill the elective office. Unless otherwise provided in the Bylaws, appointees shall serve until the next Annual Meeting.
- Section 2. Officers, Managers, Chairs of the Finance and Nominating Committees and Members at Large shall hold office until their successors are elected.

## **Article 19 - Compensation**

- Section 1. All Officers, Managers, Committee Chairs, other committee members and Members at Large shall serve without compensation except that they shall be reimbursed for authorized out-of-pocket expenses incurred on behalf of the District.

## **Article 20 - Indemnification**

- Section 1. The District hereby indemnifies each District Officer, Manager, committee chair, committee member and Member at Large (“District Individual”) from all loss, cost, expense and damage, including legal fees and court cost, if any, arising out of any claim, action, compromise, settlement or judgment by reason of any alleged error or misstatement or action or omission, or neglect or violation of the rights of any person under any Federal or State law which imposes personal liability on any such District Individual, if such District Individual at the time of such act, omission or neglect, was acting within the scope of his or her official duties.. Such indemnification shall not extend to any error, misstatement, act, omission, or neglect if the same resulted from willful, wanton or malicious misconduct or gross negligence on the part of such District Individual. The District, acting through the Executive Committee, will provide legal counsel at the expense of the District and/or the reimbursement for reasonable attorney’s fees and other expenses incurred in connection with the conduct of such defense, including payment of the judgment thereon. The Executive Committee is further authorized to pay any such expenses in advance of the final disposition of such claim upon receipt of a written undertaking by or on behalf of such District Individual to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified hereunder. The District is authorized to purchase and maintain insurance on behalf of such individuals who are or were District Officers, Managers, committee chairs, committee members, or Members at Large against liability asserted against them and incurred by them in such capacity.

## **Article 21 - Conflict of Interest**

- Section 1. In any matter before the Executive Committee wherein there is a conflict of interest involving an Executive Committee member, such member shall fully disclose the circumstances and nature of the conflict and shall not vote on the matter. No contract or transaction between the District and one or more of its Executive Committee members or officers, or between the

District and any other corporation or other organizations in which one or more of its Executive Committee members or officers are directors or officers or have a financial interest, shall be void or voidable solely as a result of the conflict or interest, or solely because the Executive Committee member or officer is present at or participates in the meeting of the Executive Committee which authorizes the contract or transaction, if the material facts as to his, her or their interest or relationship are disclosed or are known to the Executive Committee and the Executive Committee authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested Executive Committee members present at the meeting.

#### **Article 22 - Fiscal Year**

Section 1. Except as from time to time otherwise provided by the Executive Committee, the fiscal year of the District shall commence on the 1<sup>st</sup> day of August of each year and end on the 31<sup>st</sup> day of July of the following year.

#### **Article 23 - Parliamentary Procedure**

Section 1. The parliamentary procedure used in all meetings of the District, and of the Executive Committee and of all subordinate committees, shall be that specified in the publication entitled, "Robert's Rules of Order", as amended from time to time.

Section 2. The District's counsel, if present, shall rule on all questions of procedure. If counsel is not present the Moderator may appoint a Parliamentarian who shall rule on all questions of procedure. In the absence of a Parliamentarian, the Moderator or committee chair will assume the role.

#### **Article 24 - Amendments to Bylaws**

Section 1. These Bylaws may be altered, amended, or repealed at any Meeting of the District, provided notice of such intention shall be published in the call of the meeting.

Section 2. A majority vote of the Qualified Voters present will be necessary to alter, amend, or repeal the Bylaws.

#### **Article 25 - Effective Date**

Section 1. These amended and restated Bylaws will be effective upon passage and shall supersede all other preceding Bylaws.