

**BYLAWS FOR THE JOINT BOARD OF THE HAILEY/ BC SOUTH/KETCHUM
FIRE PROTECTION DISTRICT**

PURPOSE

These Bylaws provide direction to the members of the Joint Board of the Hailey/ BC South/ Ketchum Fire Protection District (“Board”) in the performance of the Board’s duties. The Board has been created under a Joint Powers Agreement, dated January ____, 2026 (“JPA”) between the City of Hailey (“Hailey”), the BC South Fire Protection District (“BC South”), and the Ketchum Fire Protection District (“Ketchum FPD”). Hailey, BC South, Ketchum FPD are also individually referred to as “Party” and collectively as “Parties.” As required by the JPA, the Board creates these Bylaws outlining the rules of procedure for the Board when exercising its powers necessary to provide fire protection and prevention and emergency medical services and operations of the Parties.

ARTICLE I – GENERAL PROVISIONS

- 1.1 The Board and its members shall be governed by state statutes applying to public boards, members and officials, the JPA and these Bylaws.
- 1.2 An official copy of the Bylaws of the Board shall be available as a public record from the Hailey City Clerk and the Offices of the BC South and Ketchum FPD. Additional copies shall be provided to the members of the Board and made available to the public upon request.

ARTICLE II - MEMBERS

2.1 Number of Members.

The Board shall consist of ~~seven (7)~~ voting members. Hailey shall select and appoint two (2) members to serve on the Board consisting of either two (2) Hailey City Council members or the Hailey mayor and one (1) Hailey City Council member. BC South shall select and appoint two (2) members to serve on the Board consisting of two (2) BC South commissioner members, and Ketchum Fire District shall select and appoint two (2) members to serve on the Board consisting of two (2) Ketchum Fire District commissioner members. A member of the Board appointed by one of the Parties may also be referred to as a “Party Member.” The fifth member of the Board (who shall be referred to as the “At-Large Member”) shall be selected by majority vote of the Party Members.

Deleted: five

Deleted: 5

Deleted: Hailey shall select and appoint two (2) members to serve on the Board consisting of either two (2) Hailey City Council members or the Hailey mayor and one (1) Hailey City Council member. WRFPD shall select and appoint two (2) members to serve on the Board consisting of two (2) WRFFD commissioner members. A member of the Board appointed by one of the Parties may also be referred to as a “Party Member.” The fifth member of the Board (who shall be referred to as the “At-Large Member”) shall be selected by majority vote of the Party Members.

2.2 Qualifications.

Members of the Board shall be appointed without respect to political affiliation or religious denomination. An At-Large Member shall be a resident of Hailey, or the BC South or Ketchum Fire Protection Districts, for a minimum of two (2) years before appointment and shall remain a resident of Hailey, or the BC South or

Deleted: The At-Large Member shall be a resident of Hailey or the WRFPD for a minimum of two (2) years before appointment and shall remain a resident of Hailey or the WRFPD during the term of the appointment. ...

Ketchum Fire Protection Districts during the term of the appointment. All members of the Board shall be eighteen (18) years or older to be eligible for appointment. All members of the Board shall serve without compensation.

2.3 Terms.

The initial appointment for all members of the Board shall expire at midnight on December 31, 2026. Subsequent appointments shall be for one (1) year, provided that any expiring member shall hold a seat on the Board until his or her successor has been appointed. Vacancies occurring other than through the expiration of appointed terms or removal shall be filled for the remainder of the term by the Party that appointed the Party Member, or in the case of the At-Large Member, by the Party Members on the Board. Removal of any Party Member may only be made by the Party that appointed such Party Member. Removal of the At-Large Member may only be made by a majority vote of the Party Members.

Deleted: 17

2.4 Causes for Removal from the Board.

Causes for removal of members from the Board by a Party or by the Board, as the case may be, include, but are not limited to:

- a. Failure to disclose a conflict of interest for purposes of disqualification when a member has a personal or monetary interest in the matter involved or will be directly affected by a decision of the Board.
- b. When a member becomes incapacitated for a protracted period, or moves from Hailey or the BC South or Ketchum Districts or becomes for some other reason no longer qualified for office and fails to resign.
- c. Failure to attend three consecutive regular meetings of the Board, or four of any seven consecutive meetings, without the recorded consent of the Chair.

Deleted: WRFPD

2.5 Resignations and Removal.

Members proposing to resign shall give reasonable notice of such intent to the Chair, stating in writing the effective date of resignation.

2.6 Vacation of Office and Appointment of New Members.

When a member dies, resigns or is otherwise removed, the Chair will notify the applicable Party that a vacancy either exists or could exist. The vacancy may be advertised to secure letters of interest and resumes from interested candidates. The Board may provide a recommendation to the applicable Party for the appointment of a particular candidate. The vacancy shall be filled by appointment by the applicable Party or by the Board, as the case may be.

ARTICLE III – OFFICERS, COMMITTEES, STAFF, DUTIES

3.1 Regular Election of Chair and Vice Chair

Annually, as the first item of business at the regular meeting of the Board conducted in ~~August~~ February, the Board shall elect a Chair and Vice Chair for one year terms.

3.2 Succession of Vice Chair to Office of Chair.

Should the Chair resign or be removed, the ~~Vice Chair~~ Party represented by the resigning Chair shall succeed to the office for the remainder of the original one-year term. Should the Vice Chair ~~resign, or be removed or succeed to the office of Chair~~, the Party represented by the Vice Chair shall fill the vacancy of the Vice Chair until the expiration of the original one-year term. Said election shall occur at the next regularly scheduled meeting of the Board at which a quorum exists.

3.3 Duties of the Chair and Vice Chair and Appointment of Temporary Chair to Preside at Meetings.

The Chair shall preside at all meetings and hearings. If the Chair is absent or unable to preside, the Vice Chair shall preside. If both are absent or unable to preside, the members present shall elect from among their number a Temporary Chair to preside. The Temporary Chair shall abide by all rules and policies set forth herein.

The Chair shall maintain order and conduct the meeting in accordance to the Idaho Open Meetings Law as set forth in Idaho Code §§ 74-201 *et seq.* as amended.

3.4 Agenda and Notice.

The Chair shall set the agenda for each meeting, unless a special meeting is called by three (3) members of the Board, in which case, the members shall prepare an agenda. The Fire Chiefs for the Parties shall initially prepare an agenda and circulate the agenda to the members of the Board (to allow the members an opportunity to suggest revisions to the agenda) before the Thursday preceding the scheduled meeting. Notice of regular meetings shall be posted no less than five (5) calendar days and agendas for regular meetings shall be posted no less than 48 hours in advance of the meeting in accordance with the Idaho Code § 74-204.

ARTICLE IV - CONDUCT OF COMMITTEE MEMBERS

4.1 Conflict of Interest.

Any actual or potential conflict of interest shall be governed by Idaho Code §§ 74-401 *et seq.*, as amended, and 74-501 *et seq.*, as amended.

Deleted: In the first odd-numbered years, a member from WRFPD shall be elected as the Chair and a member from Hailey shall be elected as the Vice Chair. In the following even-numbered years, a member from Hailey shall be elected to be the Chair and a member from WRFPD shall be elected to be the Vice Chair. Election to these positions shall continue to be alternated every year thereafter.

ARTICLE V - MEETINGS

5.1 Regular Meetings.

Regular meetings of the Board will be held at least four (4) times per calendar year. The regular meetings shall be conducted on the second Wednesday of February, May, August and November of each calendar year. Notice of meetings shall be posted at Hailey City Hall, Blaine County Courthouse and the Offices of the BC South and Ketchum Fire Districts, in accordance with Idaho open meetings laws.

Deleted: WRFPD

5.2 Special Meetings.

The Chair or three (3) members of the Board other than the Chair shall have the power to call a special meeting of the Board.

5.3 Open to the Public.

Except for matters subject to an executive session pursuant to Idaho Code § 74-206, all meetings of the Board are open to the public. The Board shall keep minutes and other appropriate written records of its resolutions, proceedings and actions.

5.4 Cancellation.

If no business is scheduled before the Board, or if it is apparent that a quorum of the Board will not be available, the Chair may cancel any meeting by giving notice to all members and presenters not less than 48 hours before time set for such meeting.

5.5 Quorum.

A quorum of the Board shall consist of three (3) members.

5.6 Voting.

An affirmative vote of a simple majority of the members of the Board present shall decide all matters under consideration. The Chair may vote on all matters. All actions and decisions of the Board should be formalized by the process of making and voting on motions. After the Board considers comments and documents involving any matter requiring a vote, the Board shall deliberate and then the Chair shall ask for a motion, which requires a second before there is a vote. Following a motion and second, the Chair shall ask the members in favor of a motion to say "aye" and the members opposed to the motion to say "nay." The minutes shall reflect the motion,

second and vote of each member of the Board.

5.5 Agenda, Order of Business.

Order of business on each agenda shall be generally as follows:

1. Call to Order
2. Open session for public comments not to exceed three minutes per person and per topic
3. Approval of Minutes
4. New Business
5. Old Business
6. Staff Reports
7. Executive Sessions
6. Adjourn

The Chair in his or her sole discretion may modify the order of business.

ARTICLE VI - AMENDMENT OF BYLAWS

6.1 Amending Bylaws.

These Bylaws may only be amended by majority vote of the Board.