



Tilton-Northfield Fire & EMS

Stephen M. Carrier, Chief

Michael Robinson, Deputy Chief

By-Laws Committee Meeting November 24, 2009

The meeting was called to order at 6:33 PM.

Members Present: Pat Clark, Scott Davis, Leif Martinson, Kevin Waldron, Phil Cain

Agenda

Pat passed out the agenda for the meeting.

1. Minutes
2. Feedback from Dave Scanlon, Assistant Deputy Secretary of State
3. Discuss the steps moving forward
4. Discussion of any other related RSAs
5. Any other business

Minutes

October 13th: Leif Martinson made a motion to accept the minutes as printed. Kevin Waldron seconded the motion. There being no discussion, vote was taken.

All were in favor of accepting the minutes as printed.

November 17th: A motion was made by Kevin Waldron to accept the minutes of November 17th as printed. Scott Davis seconded the motion.

Discussion: Kevin Waldron brought up that on page 2 halfway down the sentence starts Leif Martinson and reads Leif Martinson made a motion that the language read *Any mid-term vacancies are filled by the Moderator until the next election when the vacancy shall be filled to term.* RSA 670:12 requires the Commissioners to do that. He brought this up now so he wouldn't forget it later. There being no further discussion, vote was taken.

All were in favor of accepting the minutes as printed.

Feedback from Dave Scanlon

Kevin Waldron stated the attachment that Pat Clark sent from him he was unable to open. Pat Clark said there were several things he sent out from Dave Scanlon. On the issue of conflict of interest it was pretty much like Scott Davis had said. RSA 669:7 pretty much said if you are selectman you couldn't be clerk and if you are a clerk you couldn't be treasurer. It kind of covered all the bases. He wrote *A village district is a separate and unique political subdivision so an elected town official could also serve as an elected official in the village district.* So what that means pretty much is that any officers within the Fire District cannot hold two positions. The moderator cannot be commissioner; the commissioner cannot be clerk and so forth. A selectman from the town could also be a commissioner or moderator at the Fire District. Unfortunately, Pat Clark pushed him on that because that is not what was referenced in RSA 669:7 or any of the other RSAs close to 669. He said he would have to piece that together. Essentially he restated himself stating that a village district is a separate and unique political subdivision, etc. Pat Clark

also asked him about Article 14 out of the 2006 meeting since that was expansion of powers was it ever submitted to the Secretary of State. He said they do not have a copy of that on file. He suggested that we not include that necessarily in our by-laws since it was already voted on. He recommended they just submit it. Kevin Waldron stated the Commissioners decided not to submit it because they expected it would be in the by-laws so it's all in one document. Leif Martinson suggested they send an interim letter. Scott Davis asked if the Commissioners would be sending that down should the voters not accept the by-laws. Kevin Waldron stated they would send it down.

Pat Clark asked Dave Scanlon if the moderator steps down before the end of their term, who appoints their replacement. He referenced RSA 670:12 and goes on to make a short comment. The Commissioners really fill vacancies. Even their own vacancies they fill. If it's for more than a one year term, then the commissioners would appoint the replacement for the remainder of that one year and when elections came up the next time there would be another election for that.

Pat Clark and Dave Scanlon also talked about whether or not we want to go with two or three year terms. We can go with three year terms for the moderator and clerk if we want to do it. Pat Clark asked if that was something they wanted to change right now. Kevin Waldron checked with the Clerk, Moderator and Treasurer. They all felt three year terms would be better for all. Leif Martinson stated the only way to change that was not to put it in the by-laws. It is an electoral vote. Discussion ensued. It was decided that there would be a warrant article before the by-law article for the three year term. Then the by-laws would say three year terms. If the first warrant article was voted down, the by-laws would be amended to read one year terms. Further discussion ensued.

Discussion ensued regarding conflict of interest and holding several positions, i.e. a selectman being a commissioner.

Dave Scanlon recommended that the by-laws be sent to the Secretary of State for his review, then legal counsel and finally the Commissioners.

At this point adding an article for Dissolution in the By-Laws was discussed. Kevin Waldron felt it should at least say it is governed by RSA 52:21. Leif Martinson said if we don't say it would leave it open for any agreements that may have been struck before the District was form. He feels it should default to the RSA.

Kevin Waldron made a motion to include Dissolution as governed by RSA 52:21 in the By-Laws. Phil Cain seconded the motion.

Discussion: Scott Davis felt that if dissolution is to be added it should be put in verbatim from the RSA. Everyone agreed. There being no further discussion, vote was taken.

All were in favor of adding Dissolution to the By-Laws.

Kevin Waldron will prepare the article. It will be Article VIII.

Article I

Everyone reviewed the article. Pat Clark stated the only real change was based on feedback from people last week. The purpose was included per RSA 52:24. There are three things that you need to report to the Secretary of State; the name, purpose and boundaries. They are all incorporated in Article I. Leif Martinson found only one correction. A period needed to be added. Kevin Waldron asked at what point they would correct the

grammar and punctuation. Discussion ensued. It was decided that when the By-Laws are completed they would give them to someone to format, correct grammar, etc.

Discussion ensued regarding the name of the District and how that would be handled. Leif Martinson made a motion to change Article I to read *This organization shall be called the Tilton-Northfield Fire District also known as the Tilton-Northfield Fire & EMS*. Scott Davis seconded the motion.

There being no further discussion, vote was taken. All were in favor of changing Article I.

Phil Cain pointed out that in amendments to the By-Laws a comma should be added after By-Laws so it should read *changes to these By-Laws, will be by a two-thirds vote at an annual Fire District meeting or special meeting called*. Leif Martinson stated that *majority vote in the affirmative* should be added after two-thirds.

Article II

Phil Cain handed out his article for review. Pat Clark had emailed information to Phil that had already been discussed regarding the article. Discussion ensued about changes that had already been made. Phil will revise and bring to next meeting.

Leif Martinson had additional language that he added to Article III but it belongs in Article II. The first two sections are officer elections and officer vacancies which he lifted directly out of Section 670:12. He handed it over to Phil for him to look at before next week.

Discussion ensued regarding the duties of the Commissioners, Clerk, Moderator and Treasurer. Discussion then went on to include the District Budget Committee and the Commissioners.

Kevin Waldron brought up Section 1, election of officers. Discussion ensued about when the officer assumes office and how they are qualified. Pat Clark thought it might make sense to blend Article II and III together because there is a lot of duplication between the two. Leif Martinson told everyone that Phil Cain should take page one of the article he emailed to everyone and merge it with Article II. Sections 3 through 8 are part of Article III.

Leif Martinson made a motion to change the description under Article II to *Officers, Elections and Vacancies*. Scott Davis seconded the motion. There being no discussion, vote was taken.

All were in favor of amending Article II.

Leif Martinson brought up that Article II should also state that the Commissioners shall elect a chair the first meeting after the District meeting.

Article III: Officers & Their Duties

Leif Martinson stated that his first section speaks to what the chair is responsible for. Discussion ensued regarding the chair's responsibilities.

Section 2 deals with the duties of the Treasurer. Discussion ensued regarding the duties of the Treasurer. It was discussed that the books should be audited every year, definitely every time the Treasurer changes. Discussion ensued about audits. It was decided to leave it as is until they finalize everything at the end.

Leif Martinson stated that Section 3 deals with the Clerk duties. A change was made here. It says that all minutes are on permanent file. He struck from the end of that *at the District office*. The job description was discussed. Scott Davis read the job description of the

Water District Clerk. *Principal duties include recording the proceedings of all annual and special meetings of the District. Assisting the Commissioners in the preparation of warrants for the annual and special meetings and the posting in two public places within the District at least 15 days before these meetings. Keeping official minutes of the by-monthly meetings of the District Commissioners. Assisting Commissioners with District correspondence and keeping files therefore. Official recording the proceeding and minutes of Districts and Commissioners meetings within five days of such meetings. Responsible for all records of the District and their proper safe keeping in fire proof files provided for this purpose. Making report to the NH Department of Revenue Administration after the annual meeting of the name and addresses of all District officers.* He feels that covers everything. Leif Martinson asked if anyone objected to him including that italicized line which references the Clerks job description for the Fire District so there would be no doubt. No one objected. Discussion ensued about who is responsible for writing the job descriptions. It was decided that the body was. The job description should be placed in the By-Laws. Scott is to bring a copy of the job description to next meeting.

Section 4 was not changed at all.

Section 7 which is now 5 was read.

Section 8 which is now 6 was read.

Leif will be reworking Section 3 which was 5. He and Phil will be talking about revising Article II.

Discussion of Steps to get before the District Meeting

Kevin Waldron gave him a heads up that Tom Gallant was going to call regarding the procedure in terms of moving forward. It was his opinion that they should have a meeting with the Commissioners before having a public hearing. Tom also suggested that the Commissioners bring the article forward at the District meeting. It will then be turned over to someone from the committee that would be there to explain or take Q&A from the audience. Discussion ensued.

It was decided they would get everything together they want to get together. Get it polished up really well. Send it to the Deputy Secretary of State. Have him run through it quickly. Get permission from the Commissioners to get legal opinion from LGC. Then take the finished product to the Commissioners. At that time we can say we have done our work. We have done due diligence by having it checked out by the Secretary of State's office and legal counsel. It should be pretty air tight at that time. From there we would go to the public hearing on warrant articles. The committee needs to be in full at that meeting. A meeting of the By-Laws Committee should be posted for immediately following the Commissioner's Public Hearing on the Warrant.

Related RSAs

Leif Martinson stated he looked at a number of them. There is nothing they need to discuss.

The term of office for the Moderator, Clerk and Treasurer was discussed again under RSA 41. Leif Martinson made a motion that for purposes of adopting RSA 41 which deals with three year terms for the non commissioner officers of Moderator, Clerk and Treasurer the language in the By-Laws be generic enough to adopt whatever provision is accepted on the

warrant at District Meeting. Furthermore, the Commissioners present a warrant article to move to a three year term for those offices. Motion was seconded by Scott Davis. Discussion: Kevin Waldron asked if it was the prerogative of this committee to instruct the Commissioners. Pat Clark stated they are requesting and advising the Commissioners. Leif Martinson stated it's a matter of mechanics. We would like to include it in the by-laws but the best way to do that is for the Commissioners to put that on the warrant. If they don't want to put it on the warrant then there it is. Scott Davis stated they are protecting both sides. There being no further discussion, vote was taken. All were in favor.

Other Business

Kevin Waldron asked if it was appropriate of By-Laws of an organization to address residency. Scott Davis replied it was. Kevin then stated he did not mean of the officers but District employees. Scott Davis replied no. That is policy not by-laws. Discussion ensued. It was felt that this is taking away from Commissioners powers. Pat Clark asked if he thought all the District employees should be residents. Kevin Waldron stated he felt they should be residents of a border community with a couple of exceptions.

Leif Martinson made a motion to adjourn. Kevin Waldron seconded the motion. Meeting adjourned at 8:47 P.M.

Minutes transcribed by: Kathy Tobine

Next Meeting Date, Time, Place: December 1, 2009 at 18:30. Meeting to be held at Tilton School, new Academic Building, School Street, Second Floor, Room 213, Tilton.

Approved December 1, 2009