

St. Tammany Parish Fire Protection District No. 11
Board of Commissioners
Minutes of the Special Meeting on June 21, 2016

ROLL CALL

Jacklyn Gallo - Present
Gene Swan - Present
Don Thanars - Present
Floyd Trascher - Present
Michele Blackwell - Present

INVOCATION

PLEDGE OF ALLEGIANCE

BYLAWS - Don Thanars

Mr. Thanars said, I provided a few iterations of draft bylaws. The intent, obviously, behind bylaws is to provide some direction for the Board that governs how the Board will operate, to execute it's duties as a Board of Commissioners. Each iteration that I submitted to you, the intent was to, obviously, be more refine. I found inaccuracies, I don't want to say inaccuracies, clarification and better wording and based on some of the feed back I got, I tried to refine that document to it I provided the latest iteration to you yesterday. It's nothing material different between any one of them but a couple of exceptions. With those, I tried to, I also attached some supporting documentation because there's been some changes since 1997, since that is the last signed copy of Bylaws that we have. So, there have been several changes that have transpired, of which, 2011 was the latest batch of suite of changes which I attached and provided to you. So, what I would like to do is, kind of, go through each one of these and I think for the purposes of clarity and documentation, we will just go by article and section numbers and that way we can just address it. If it's happidy glad that's fine. If it's something materially inaccurate and then give me the reference and I will make those changes. It's my hope that when we leave here today, I can provide you with a clean cut based on this discussion here, based on all your changes, you will have a oppportunity to review those, and at our next meeting we should be able to adopt the Bylaws. That's the ultimate objective. Mrs. Gallo said, amen. Mr. Trascher said, well, the only thing is, that the only way we would adopt them at any meeting is once they are approved by the District Attorney's office. What ever copy that we have that we accept, we want to look at, they have to be submitted for legal review. Mrs. Gallo said, that's great. Mr. Thanars said, I didn't see that anywhere, but that's fine. If we leave here today and we have got a clean copy, we will have a copy that can be forwarded tomorrow to the District Attorney. Mr. Trascher said, ok, because I did meet with the District Attorney's office this week. Mr. Thanars asked, and whose that. Mg said, me and Floyd. Mr. Thanars said, no the name. Mr. Trascher said, Tony Lamaz is the Chief of the Civil Division. Mr. Thanars said, ok. Mg said, we met with him on the billing issue. Mrs. Gallo said, good. Mr. Trascher said, it was good. Mr. Thanars said, ok, with that, article one, if you just look at the first page, let me just back up. I

looked at Fire District 1, Fire District 7 that was sent to me, I think it was 4 I looked at and then there was a sample online I found. All of these pretty much follow the basic same format. So, I kind of, followed that. In some cases I thought it was prudent, it made more sense to be more specific and it's who, what, when, those kinds of things as oppose to being very vague and general. Again, Bylaws should be reviewed annually. Obviously, if there are statute changes, then we will be required to go and make those and as you noted in the last thing I sent you was a summary of changes. So, any time a change was effected or directed, you can annotate what it was, you can put the reference there and you had a running log with it. So, up on your next annual review, when you make all of those changes, now you got a clean cut copy to start with at the next calendar year. So, that's the format that I used. Again, the words are wide open in terms of if a Section needs to be added, you feel the need that we need to move something, I am more than willing to do that. Like I said, I have no ownership here, I just want to get a working set of Bylaws.

ARTICLE I

Section 1

The first section really, deals with the title of Fire District 11 and it talks to the boundaries, kind of frame those out. I did note that I had a redundant statement in there of "the authority for the creation of the Fire District". I had that in there twice. So, on my copy I have already highlighted that. It's right in the middle of it. Mr. Trascher said, the only comment's I have on that, I don't think we need to add automatic mutual aid agreement covering that part of the District because we have mutual aid agreements with several Fire Districts that we don't list. So, that's not part of our area, it's something that we agreed because we are closer to get there and that's an agreement between the two Districts. I don't think that needs to be included in our model. Mr. Thanars asked, what are the other, since you said that, what are the other ones that we have? Mr. Trascher said, that's in this section. Mr. Thanars said, no other mutual aids? Mr. Trascher said, we have mutual aid with District 1, I think Chief Dockery can explain it. All of the Fire District's in St. Tammany Parish have a mutual aid agreement. Mr. Thanars said, I pulled this from the Fire Department's website. That's where I got this from. Mr. Trascher said, all were doing is listing there, and that is something, Fire District 7 has to cross through our District to get to that little section of the interstate. There are no roads that lead to it. So, because this District would be better able to get there faster in an emergency, we told them that we would respond. Mr. Thanars said, so just delete the last sentence? Mr. Trascher said, that's it, just delete the last sentence. You know, automatic mutual aids, we do that. Like I said, that District has to cross through our area to get to their area. The ultimate grand scheme of things, the Parish really needs to give that because it's Fire District. Mr. Thanars said, here is my concern with that, no where else, you know when I came on the Board I asked for set of Bylaws. There is no document anywhere that codifies what this Fire District 11 is responsible for. Mr. Trascher said, yes there is. It's in the Parish Code of Ordinances. There is a legal description for this Fire Department and it is in the Parish Code of Ordinances. Mr. Thanars said, so if we copied that and put it in here, why would that be wrong? Mr. Thanars said, it's not necessarily wrong, it's extensive, it's a long section that... Mr. Thanars said, but somebody that don't know and I go back to when I came on because, let me just finish. What was provided, nobody provided, a new person coming on this Board wouldn't have access to all of that information. As I

indicated, if you go to the Fire Fire District 11's website, then what you just stated is not what's on the website. So, there's differences there. So what I am saying is that, if that's the document, cause here's another thing I thought about doing, just for your information, is to list a, to know all the references what ever sections, references, you know, that are kind of Bound in these Bylaws. So, you list them, because somebody, a new person won't know. A new person is not going to sort through all that information. So, in one document, if it was there, it gives them all the resilient information they need of what the Fire District 11 does, what it's responsibilities are... Mr. Trascher said, ok, you asked, without getting into a big discussion, you asked. The description that's in the Parish Code of Ordinances is a legal property description. Mr. Thanars said, ok. Mr. Trascher said, so the average person that would look at it would say, from a point beginning and a section common to, and go through a closed survey to create this District, you wouldn't understand where it is. We basically have maps that are availabel that show us the Districts. I don't have any problem with putting that legal description in the Bylaws, but I think it creates a big document that we don't need to have. Mr. Swann said, I don't think that the website is basically what governs the Board or the Fire Department. It's a website. Mr. Thanars said, I got that. That's why we trying to get some Bylaws that governs, this just needs to be in English. I don't want to put a lot of legal mumbo jumbo stuff. This needs to be a document that you can read, understand and it's a working document that governs how this Board is going to operate. It doesn't need to be a lot of legal stuff that requires attorney interpretation. What I am looking at, what I was trying to do, I'm just trying to explain what my intent was because a new member on this Board would not know all of that. Even as you indicated, if you go to this legal description, you would just be confused because it doesn't tell you. Here, in layman's terms if you will, this will kind of tell us so somebody would understand what the boundaries of the Board. Mr. Trascher said, just leaving it at the Town of Pearl River and the immediate unincorporated areas gives a basic, brief description of this district. Mr. Thanars said, ok. Mr. Trascher said, that's just my thinking. If you want to reference the code of ordinance you can. That actually gives the legal description if somebody wants to look it up. That's not a problem with just putting that in here for informational purposes only. Mr. Thanars said, ok Mr. Trascher said, but to try to give a description in a bottle, we need to keep this document as easy and simple to understand as we possibly can. This does not need to interfere with the operation of the department. Mr. Thanars said, any other, other than those two changes, I took out the last sentences and the redundant sentence. Any other changes outside of those? Alright.

ARTICLE II

Section 1

Any questions, recommendations or changes for article 2? Mrs. Gallo said, no recommendations. Mr. Thanars said, ok, if there are none, we will move to article III.

ARTICLE III

Section 1

Mr. Thanars said, I have a note here, after I, because I toyed with this, I have a section in here that talks about the Board of Commissioner's shall be the appointing authorities as outlined in

the Fire/Police Civil Service Law. So, I went back and I pulled a copy of that. It only pertains to one person that the Fire Board appoints. Mr. Trascher said, that's the Chief. Within the department. The Fire Board appoints the Chief in accordance with the... Mr. Thanars said, ok. Mr. Trascher said, that's why I didn't have a problem with Police and Civil Service Laws. This Board is the Board that actually hires the Chief in accordance with Civil Service Law. Mr. Thanars said, well, I printed a copy and the only reason I am pointing this out, cause nowhere it states a by position of who it is. It just says that the governing body, upon it's own nomination. That's what it says. Mrs. Blackwell said, well, I guess any other... Mr. Trascher asked, what says that? Mr. Thanars said, here is about the Fire and Civil Boards. Mr. Trascher said, ok, the only person that this Board is involved with hiring is the Chief. The Board hires, appoints the Chief of this department. The Chief does all the hiring, firing and management of the personnel. Mr. Swann said, day to day running it. Mr. Thanars said, I'm not talking about the Fire Chief, I am talking about the Civil Service Board. That's what that is... Mr. Trascher said, this Board, the Civil Service Board is comprised of three members and this Board appoints a member to the Civil Service Board. Mr. Thanars said, right and it says it should be five. Mr. Trascher said, no. Mr. Thanars said, I'm just, that's it. Mr. Trascher said, this Board, our Civil Service Board is comprised of three members and that's, I was here when that was organized. It was put in by Civil Service, we appoint one member to the Civil Service Board, we approve an appointment from the colleges and universities. They submit that. Mr. Thanars said, I'm not arguing what you were doing, what I'm saying is that, that is what it says. Mr. Trascher asked, so what are you saying that the Civil Service Board is five members? Mr. Thanars said, that's what it says. Mr. Trascher said, ok, I can't support that in any way. Mr. Thanars said, I'm just saying... Mr. Trascher said, it's not, Civil Service dictates that. Mr. Thanars said, I'm not talking about what we can support. We want to go back to what the law is and what it says. I'm saying that's what this says. Mr. Trascher said, Civil Service told us because we don't have a police. We only have a Fire Board. Now, I think there is something in there that says if you have fire and police, you have a bigger board. We don't. We only have fire and when Civil Service came in and set this up, they determined the three people were appointed. Mr. Thanars said, ok, do we have a document? They said we got minutes. That's how it's going to be. Do we have anything that says that? Mr. Trascher said, I think the department would have it when Civil Service came in. When they came in and set the Board up. Mrs. Gallo said, can I ask, why is this being discussed? What section 1 says is: "The Board of Commissioner's shall be composed of five (5) members," That's us right? Mr. Trascher said, that's right. "who will constitute the governing body of the district." Mrs. Gallo said, That's an accurate statement. Mr. Trascher said, what he is discussing is the Civil Service Board. Not the Board of Commissioner's. Mrs. Gallo said, right, but that has nothing to do with this article that we are talking about. Mr. Trascher said, right. Other than Section 1. Mr. Thanars said, the Section talks about the appointing authority. Mrs. Gallo said, "the Board of Commissioner's shall also be the appointing authority as outlined in the Fire and Police Civil Service Laws of the State of Louisiana." That's all it says. Mr. Trascher said, that's right. Mrs. Gallo said, so there is no debate within this Article III, Section 1, of the proposed Bylaws about the number of people that should be on that Civil Service Board. Mr. Trascher said, no, that is determined by Civil Service. Mr. Thanars said, there's another Section if you go to number 7 that talks about appointments and Floyd and I had a conversation at the last meeting about the number of people that we would appoint and part of that conversation was put in the Bylaws that we have to appoint somebody to that Civil Service Board. He said it was three members and so

when I saw, when I pulled this and read it, it said that the Board would be five. It does talk about the Police Department and but it doesn't, nowhere does it state, that it talks to if you don't have a fire department, I am just saying, it doesn't say it's the Fire Chief. Mr. Trascher said, I understand what you are saying but I don't think you totally understand Civil Service because Civil Service is based on population. It has a lot of other regulations. I was privileged to be here when Civil Service came in and this department was created and actually went into the Civil Service program. Mr. Swann said, so was I. Mr. Trascher said, I was part of that, I helped push this department to bring in Civil Service. It was not before. The Civil Service people came down and said that because of our population, our size and we are not police and fire, that our Board is comprised of three and this is where they come from. I think that, in the Chief's office, there is a Civil Service manual that dictates that. Mr. Thanars said, ok. Chief Dockery said, I think for that part, let me cut in, we can get clarification as of Article III, Section 1, I am taking it as, the Board of Commissioner's shall be the appointing authority as Fire Chief right now as the appointing authority. He is the appointing authority. Are you wanting to take over that position of having to hire and fire and disciplinary promotions. Mr. Trascher said, no, not at all. Chief Dockery said, that needs to be clarified in here. Mr. Trascher said, the only one that we appoint, that's by state law, is the Fire Chief. We do not appoint anybody in this department. Chief Dockery said, that needs to be clarified right there because that's reading as you want to do day to day hiring and firing. Mr. Trascher said, no, no, we do not want to get into that at all. If you want a list of positions that we appoint, we are... Chief Dockery said, no. Mr. Trascher said, it would be the Fire Chief, the one member of the Civil Service Board and we appoint a member to this Board. Mr. Thanars said, so we appoint two, the Fire Chief and one other. Mr. Trascher said, no, not in the department. We appoint the Fire Chief in the department, that's it. Mrs. Gallo said, one member of the Civil Service Board and one member on this Board. Mr. Trascher said, right, and then we approve a recommendation from the colleges and universities to the Civil Service Board. That's Mr. Fischer, when his appointment expires, we have to send out a letter to the colleges and universities in our area and make a recommendation. Mr. Thanars said, should this section then be moved, that sentence be moved and placed in Article VII. Mr. Trascher asked, what is Article VII? Mr. Thanars said, it talks about appointments, I'm sorry, VI. Mrs. Gallo said, this should also read District No. 11, shall adhere to the following statutes. Mr. Thanars said, oh, ok got ya, ok. Mr. Swann said, everybody is going to have different opinions and everybody has to kind of, understand that. Mrs. Gallo said, for the purpose of what I think this was meant for, I think we can stop at sentence number one and consider the remaining portions of that, where we talked about appointments in a different portion of this. I think, "the Board of Commissioner's shall be composed of five (5) members, who will constitute the governing body of this district." is there any reason for the remainder of that in this particular section if we talk about appointments later, in the Bylaws? Mr. Thanars said, the next sentence is really just referring to the title and chapter that governs fire district's, that's all. Chief Dockery said, but the rest can be misconstrued. Mr. Trascher said, yeah, we want to keep this a simple as possible, Mrs. Gallo, I think the Board of Commissioner's shall be composed of five (5) members, who will constitute the governing body of this district." and that is a factual statement that complies with state law and that's what we do. I agree. Mrs. Gallo said, and this may be something that could be inserted elsewhere if it's more fitting in another section. Mr. Thanars asked, what the Board of Commissioner's piece? Mrs. Gallo said, the Board of Commissioner's shall be composed of five (5) members, who will constitute the governing body of this district." Chief Dockery said,

it doesn't fit in that area. Mr. Thanars said, oh yeah, ok. Let's go to six. Mr. Trascher said, ok, so did we say we are going to take that off and look at it later? Mr. Thanars said, yes, I took all of that out. So, in Article, it just says, "the Board of Commissioner's shall be composed of five (5) members, who will constitute the governing body of this district." Mrs. Blackwell said, and actually, that can be the first sentence of the next paragraph. Just saying. Mr. Swann said, it could be, yes. Mr. Trascher said, I got big problems with the next paragraph. Mr. Thanars asked, what's the issues with the next paragraph, let's see if we want to consolidate... Mrs. Gallo said, for the record, we should read it as is so that others in the room know what we are talking about. Article III, Section 2, reads:

Section 2 and 3

"Two members shall be appointed by the parish governing body; two (2) by the governing body of the municipal corporation (Town of Pearl River); and the fifth member, will be selected and appointed by the other Board members for a one year term" and it states the referencing document. "One member will be selected as the Chairman of the Board and should be reconfirmed each January, annually, by a vote of confidence or another chairman will be selected and appointed. A Vice-Chairman will also be selected to carry out the Chairman's duties in his or her absence. Additionally, the Secretary and Treasurer will be appointed. Each member so appointed shall be a resident elector and taxpayer of the District. Members are eligible for re-appointment. If a vacancy occurs, it shall be filled for the unexpired term by the body originally making the appointment. Due diligence must be exercised to ensure the Board membership is coordinated with the appointed bodies and staggered by two and three year appointments. This will help the Board to maintain its knowledge base and limit the possibility of a wholesale turnover of the Board at the same time." Mr. Trascher said, first off, the Chairman is appointed as a member of the Board and the revised statute 40:1496, states that all the Board members serve a minimum of a 2 year term. It also sets up on how a fire district is created and it deals with the staggering of the appointments. Again, this is a state law, here it is. The article that is quoted in here deals with, and we have fire districts in St. Tammany Parish that have no appointments that are made by anybody other than the Parish President and the Parish Council. Those four or five board members that are appointed by the Parish, select a Chairman from among them. This Board, and the and the District's that have municipalities in there, actually makes and appointment to the Board. So, when we selected a Chairman, we are actually appointing a member, not selecting an officer like Vice-Chairman, Treasurer and Secretary from a member that's been appointed to the Board. That separates us there. The original appointments that were done to this Board were staggered. One was for one year, one was for two and one was for three. That, again, was set up in state law to correct that situation, to put this in the Bylaws is futile now because, we've all been appointed. Now, two of our terms are going to expire in 2018 and two of them in 2019. That's going to keep the appointing done. What we need to do, first off, to keep the terms staggered, is if there does occur a vacancy on the Board, we have to get the appointing authority to appoint that person for the specific period of time of any of our terms. Mr. Swann said, to the unexpired term. Mr. Trascher said, right to fill that unexpired term before they appoint another one. That will keep two of our terms going out. I don't think it needs to be put in the Bylaws in any way other than, that if a vacancy does occur, the appointing authority would appoint for the remainder of that term. That would keep us on that staggered schedule. Mrs. Gallo said, what's that statute, Floyd, that your... Mr.

Trascher said, here it is right here. I am talking about where it sets up. Mrs. Gallo said, 40:1496, I missed the number. Mr. Trascher said, it does say that Board members, a member of the Board is appointed for two years. When we selected Chairman, we've taken somebody from outside of the Fire Board and brought them in as a member. So, if you elect a Chairman every year, you may bring somebody new in every year. I don't think that's the intent of the Ordinance. Mr. Swann said, well, we just voted a Chairman in for two years. We just did that. We elected a Chairman. I think that was done, we appointed a Board member. Mr. Thanars said, in this chain, it says annually the Board shall elect a Chairman, annually. The Board shall elect a Chairman and may elect other such officers as the Board may deem necessary. So, that means every year. You can reconfirm the Chairman, but you have to, and that's what that sentence says, maybe the other piece is not completely right when you said an unexpired term at the end to cover that, to create the staggering. Mr. Trascher said, I can't support anything other than if we are going to appoint a board member for a two year term. Mr. Swann said, two years. Mr. Thanars said, I'm talking about the Chairman. Mr. Trascher said, right the Chairman. That's a Board member. When we elect a Chairman, we appoint a member to this Board. We don't select from among us, in other words, us four, we elected a Treasurer, a Vice-Chairman and a Secretary and that came from with us. That has nothing to do with our appointments. The Chairman is an appointment we make to this Board. Mr. Thanars said, what this says is "annually the Board shall elect a Chairman and may elect other such officers as the Board may deem necessary." The next says, "the Board shall select a Secretary and a Treasurer or a combined Secretary and Treasurer who may be members of the Board." Mr. Trascher said, ok, I understand and I appreciate your position. I disagree with it. Based on this law. Mr. Thanars said, it's not my position. Not my position, not my position. Mrs. Blackwell said, I don't think he is understanding a five member Board can choose that. I don't think it's being understood that, if you already have five members on the Board, you can do that. We don't. So, you have to appoint a Chairman, appoint a member to be a Chairman. Mr. Thanars said, I'm not questioning the appointment of a Chairman, I'm saying that annually you have to either, if the Chairman is not doing his or her job, then you got to have a mechanism in place where you can replace them. Mr. Swann said, I disagree with that. If that's the case, then every one of us should be reviewed annually and that's not the way it is. Mr. Thanars said, I wouldn't necessarily be in disagreement with that either, but you know, I am just reading... Mrs. Gallo said, what Floyd proposes is that in that statute he is looking through, that's what I was trying to look for, that the state law says that, that should read two year term for the Chairman. Is that what you are looking for? Mr. Trascher said, what I am saying is that we are appointing, it says that all Board members serve a two year term. When we elect a Chairman, we are appoint a member to this Board. Mrs. Gallo said, an outside member, not one of us, correct. Mr. Trascher said, now a Fire District that is comprised of five members that are appointed by the municipalities... Mrs. Gallo said, then they would elect one of themselves of one of the five of them. Mr. Trascher said, every year, right. Mrs. Gallo said, I understand that. Mr. Thanars said, what I said was that the 2011, the Louisiana revised statute. If things have changed... Mr. Trascher said, "there after, each member will serve a term of two years." Chief Dockery asked, I'm sorry, what was that revised statute? Mrs. Gallo said, well we have two of them here. One that Floyd is looking at is revised statute 40:1496 and the other one is revised statute 40:1506. Mr. Thanars said, so really, we need to get clarification on... Mrs. Gallo said, on the appointed Chairman position term. Mr. Trascher said, you are appointing a Board member. Mrs. Gallo said, we are appointing a Board member as the Chairman and

we need to validate their term according to the state law. Mr. Trascher said, the state law says that all Board members serve two year terms. So, our Chairman is a Board member just like us, we're appointing it. Now, if the Chairman came within the Board, then you would do that every year. Fire and Civil Service regulations intermingle and twist up... Mrs. Gallo said, that's where it is so confusing. Mr. Trascher said, again, we are not appointed by the state, we are actually created by parish law. So, you know where you are going to find the creation of Fire District 11, in the state code of ordinances. All this is, is guild lines on setting up the Fire District. Mrs. Gallo said, Boards. Mr. Trascher said, right, so, I can't support anything other than, if we are going to appoint a Board member then we need to appoint, because we are going to be going through oaths of office, we are going to be doing that every year. Because, if you elect a Chairman every year, your only going to appoint that person for 12 months and you couldn't appoint another person from the Board to fill that seat. As far as the staggering, that's been done when it was created. Mrs. Gallo asked, what are our terms? I'm... Mr. Swann said, you are two years. Mr. Trascher said, actually, Mrs. Brister appointed you, the Parish made appointments for four years. The Town of Pearl River made their appointments for two years or three years or three years. They are going to come up for appointment before we do. Mrs. Gallo said, so you guys are 2018 and we are 2019. Mr. Trascher said, yes, that's the way they have it read. As we are set up now we will be staggered. Now, the only thing we need to do is, if one of us leaves, then the appointing authorities, whoever appointed us, has to appoint for the remainder of that term. Mr. Swann said, if one of us, like Don or I leave, then it would be Pearl River, if it's the Parish, it would be you or Floyd. Mr. Trascher said, you and I are from the Parish and they would appoint to the end of our term. Mr. Swann said, the other thing too, I don't think due diligence should be in here. Mr. Thanars said, I thought we just talked about doing that, doing that. Mr. Trascher said, and even if we do, when our appointments expire, if we all did two year terms from now on, they will always be staggered. We just have to really be careful on our appoint... what happened in the past is that, as people left they just appointed for a period of time, and then it got all jumbled up. Other than doing away with the District and recreating it, going back to the state law or doing what we did this time is to set it up where we have staggered terms or appointments and hence forth, we stick with that. Mr. Thanars said, the sentence before that talks about a vacancy. That's what we just talked about. Making sure that the unexpired term, the due diligence piece is to just reinforce that as a Board... Mr. Swann said, I just don't think that due diligence should be in there. Mr. Trascher asked, just the words? Mr. Swann said, yes the wording. Mr. Thanars asked, so, how would you word it? Take the due diligence out and make it, combine those two sentences and take the due diligence out? Mr. Swann said, that would be fine. Mrs. Gallo said, yeah, this states what you guys are stating. If a vacancy occurs, it should be filled for the unexpired term by the body making the appointment. Mr. Trascher said, right. Mrs. Gallo said, that's already clear. Mr. Swann said, that wasn't done, the Town Mayor before that, he just wanted it for life. Mrs. Gallo said, so that's good. This clears that up and it will keep that staggering. Mr. Trascher said, absolutely, and the Board is aware of it and we know that if we do have a vacancy, when we go ask for the Parish or the Town to make an appointment, we can now tell them this needs to run through. Mr. Swann said, and we should let them know ahead of time so they can do it at the proper time. Mrs. Gallo said, and I think to me, when I read due diligence must be exercised to ensure that the Board membership is coordinated with the appointing bodies, that just means we should notify that appointing body, hey, before Jackelyn resigned, her term was through such and such time frame, so that, when Mrs. Bristers office reappoints someone

else, it would be for that same time period. Mr. Trascher said, for the same time, right. Mrs. Gallo said, so when I read the due diligence line that you were talking about... Mr. Swann said, that's just slang. Mrs. Gallo said, that's simply what that meant, that we should make sure that the Board membership is coordinated with the appointed body to fulfill that term. Mr. Trascher said, right, and the two or three year appointments really don't need to be in there if we follow the appointments we have now. Because there shouldn't be any three year appointments or anything like that beyond what we've done. Mr. Thanars said, alright, so give me some words. What would be acceptable to? Mr. Trascher said, the Chairman, as a member of the Board, shall be appointed for a two year term. Other officer's, Vice-Chairman, Secretary, Treasurer, shall be elected annually at the first meeting in January. Mr. Thanars said, ok. Mr. Trascher said, and at the two year term of the Chairman... Mr. Thanars said, wait give me a minute. Mr. Trascher said, you got to take dictation faster than that. Mrs. Gallo said, chop, chop. Mr. Thanars said, ok, where do I begin at? Mr. Trascher said, "two members shall be appointed by the parish governing body; two by the governing body of the Municipality (Town of Pearl River)" It should be municipality not municipal, and the fifth Board member will be selected for a 2 year term at the first meeting in January." Beginning, well I hate to put a date in the Bylaws. Mr. Swann said, you shouldn't. Mr. Trascher said, selected by the four Board members at the first meeting in January. The other officers... Mr. Swann said, but that's not every January, Floyd. If she does a two year term, that's not every January. Mr. Trascher said, right, but at the first meeting in January, it tells you when you are going to do it. That's why I said, we put a beginning date. So if we did this year 2016, 2017 then 2018 we elect a Chairman and every January we elect a Secretary, Treasurer and Vice-Chairman. I'm sorry Don, do I need to make more words? Mr. Thanars said, no not more words. Mrs. Gallo said, one member will be selected a the Chairman on the Board. Mr. Trascher said, no that's all left out. Mrs. Gallo said, have we clarified the two year thing, that's something the DA's office would validate for us, right. Mr. Trascher asked, what's that? Mrs. Gallo said, the two year term for our Chairman. Mr. Trascher said, they told us, the state law says all Board members serve a two year term. Mrs. Gallo said, ok, so that's a done deal. Mr. Trascher said, that's a done deal. Mrs. Gallo asked, so what is this? Chief Dockery said, I am looking at the revised statutes and I don't see that. What part... Mr. Trascher asked, the one that I said, the 1496? Chief Dockery said, the 1496. Mr. Thanars said, I think it is two revised statutes that conflict. Mr. Trascher said, yeah, one is for if you got a 5 member board. Chief Dockery said, because the only thing that I am seeing is Cadeaux Parish is Bayou Cane. Mr. Trascher said, ok this is where it begins staggering. (reading inaudible) there after each member appointed shall serve a term of two years. Members are eligible for reappointment. When a vacancy occurs it shall be filled for the unexpired term by the body originally making the appointments. Mrs. Gallo asked, and what were you referencing in here? Mr. Thanars said, this is the 2011 revised (inaudible). Mr. Trascher said, so, what we are doing, we are appointing a Board member as a Chairman. This is where the state law says that once we staggered the term, the first appointment, all members serve two years. Chief Dockery said, ok, I was just... Mr. Trascher said, I know, no problem. Mrs. Gallo said, ok, so that's where I see now where the conflict is coming in. Because, this other 40:1506 says, "annually the Board selects a chairman and each may select other officers as the Board may deem necessary. So, basically, we are all up for review of the titled appointments. Mr. Trascher said, as officers within this Board, we can be elected every year because we are selecting from ourselves. If we were bringing in a Treasurer who is not a Board Member and appointing a Board member, then that person

would serve for two years. When the state law says that we appoint a Chairman, which becomes a Board member, we can't take them out of that seat and put another person in. Mrs. Gallo said, so, I say we take this out of our hands and when we send the draft off to the DA and if the DA is who has to approve it, we let them confirm it for us. Yes, that is absolutely a two year term and period, end of story, we are done. Mr. Trascher said, I can't vote to approve with anything less than a two year term. Mrs. Gallo said, we can draft it with the two years and get the conformation that we need to make sure that we are in compliance. Mr. Trascher said, in the past, I've dealt with the District Attorney's office with these Board appointments and that's what came down, is that these appointments are for two years. Mrs. Gallo said, ok, so that, this in that case, would read "the fifth Board member would be selected and appointed by the other for a 2 year term under Louisiana Revised Statute 40:1496", and when we send this over, we will get the clarification that we need, that's right. Mr. Trascher said, if they send it back, we take it out. If this body wants to elect a Vice-Chairman, Secretary and Treasurer every year, we can certainly do it. Mrs. Gallo said, I don't know who would want her job. Mr. Trascher said, it was hard to fill, I will tell you that. Mrs. Gallo said, I don't know who would want it. (inaudible comments/laughter). Mr. Trascher said, other than that, that's the only problems I had with that. If we choose to elect our officers annually, not a problem. I think we should set all those elections at the first meeting in January. Mrs. Gallo said, so the sentence in this case that reads, "one member would be selected as the Chairman of the Board", that would then need to become, pulled out. Mr. Thanars said, selected as Chairman for a two year term. Mr. Trascher said, right. Mr. Swann asked, how do you get copies without draft written all over? Mr. Trascher said, this is an old one you've got. Mrs. Gallo said but the sentence reads that, one member would be selected as the, the sentence after that would be deleted. Mr. Thanars asked, which sentence? Mrs. Gallo said, one member would be selected as the Chairman of the Board, because we just said that. Mr. Thanars said, right, this whole section after, "the fifth member will be selected and appointed by the... Mrs. Gallo continued to read, "by the other 4 board members for a two year term" that we will get the validation on. So, the next sentence would be deleted because it's a redundant statement. Mr. Thanars said, so, take out, that one member would be selected, delete that. Mrs. Gallo said, yes, because it would be contradictory if it is in deed, a two year term, then we can't say that it would be confirmed every January, that would make no sense. Mr. Thanars asked, ok, then everything else is ok? Mr. Trascher said, everything but I think the last sort of, paragraph, I don't think it needs to be in there. "Due diligence must be exercised to make sure that the Board members is coordinated with the appointing bodies and staggered by two or three year term appointments. I don't think that would be necessary beyond our terms because, if we would go back to where we said before, that we are going to make sure the appointing authority appoints to the unexpired terms. There is no three year term upon us so we can just leave all that off. Mrs. Gallo said, what would actually happen, on every sixth year the whole Board would turn. If you have two, two and two, and then three and three, on every sixth year the whole Board would turn. Mr. Trascher said, yeah, well like I said, they should be no three year appointments, it should be all two year appointments after we, the way we got it set up now. Mr. Swann said, most of the time they have trouble filling the spots. Mr. Trascher said, right, if we had two and three year appointments, it would run through. Mrs. Gallo said, I'm just making a comment that if there were two years and three years, on every sixth year the whole Board would flip. Mr. Trascher said, I need to take you to the casino to work those numbers. Because I certainly, couldn't see that. Mr. Thanars asked, say that again. Mrs. Gallo said, if

there were two year terms and three year terms on every sixth year, the whole Board would turn. Two, two, two and three, three, the whole Board is going to flip every sixth year. Mr. Trascher said, I can't think fast enough... but I'm honest, I'm telling you. Yeah, I think that is a good point. Thank you. Mrs. Blackwell said, I got ya Jackelyn, I understood, it takes a woman to understand. Mr. Thanars said, ok, so on the sentence before that, if we say a vacancy occurred, the Board should coordinate with, that's the intent behind that, to make sure that we, that they fulfill the entire term. Mrs. Gallo said, the Board should coordinate with the appointing body that the expired term be fulfilled. Mr. Trascher said, yeah, but didn't we say that in another place. Mr. Thanars said, no. Mrs. Gallo said, well, what it said was the vacancy occurs, it should be filled for the unexpired term and Don's proposal is simply that, the Board takes ownership of coordinating that with the appointing body. Mr. Trascher said, taking over ownership from an appointing authority is a harsh thing to do. Mrs. Gallo said, well that was not a good choice of words. Mr. Trascher said, we should make a recommendation. Mr. Thanars said, I am just trying to come up with some more palatable to you. Mr. Trascher said, we should request that the appointing authority ensure that they appoint for the unexpired term. Mrs. Gallo said, nicely said. Mr. Thanars said, ok. Mr. Trascher said, that the appointing authority will make the appointment for the unexpired term. Mr. Swann asked, are we moving to the next one yet? Mrs. Gallo said, yes. Mr. Swann said, the Chairman, I thought the Chief was the Chief Executive Officer, not the Chairman. Mr. Thanars asked, for the? Mr. Swann said, for the whole thing. I thought the Chief was the Chief Executive Officer. Mr. Thanars said, the Chief is COO, Chief Operations Officer. I am not trying to play on words. Chief Dockery said, we have nothing to do with the Board, y'all have nothing, basically, to do with us. Y'all oversee Chief, Chief oversees us. Mr. Trascher said, let me explain to you what I understand in my experience with this Fire District has brought. The Fire Chief is the Chief Executive Officer. He actually runs the Department. The Board, as appointing authority, is his supervisor. The only thing that we do with this Department, is we approve the finances. We establish a budget, we create a budget and if we establish a budget that has \$100 for bullets, then the Chief picks the bullets that he buys. Anything that is outside of that budget, the Board has to approve. When contracts are entered into by the District, financing, like for example, our insurance. The Board approves the finances for that contract and the Chief signs all those documents. Now, the Board can request a review of those documents, and should, and should monitor the things that are done. If the Chief enters into a contract, it should be in line, in guidance, with what the Board has approved. When you put wording in there like, Chief Executive Officer of the Fire District, Mr. Thanars said, but read the whole thing. Mr. Trascher said, I did, but when you get into expenditures of funds of more than \$500. Mr. Thanars said, no, I am talking about when it says all administrative orders and resolutions are carried out and executed. That's what it is talking about, administrative stuff. Mrs. Gallo said, ok, so could it say, the Chairman shall hold the authority and responsibility of to see that all administrative orders and resolutions are carried out and executed? So, take out "be the Chief Executive Officer the Fire District" shall hold the authority and responsibility... Mr. Trascher said, on behalf of the Board... Mrs. Gallo said, to see that all administrative orders and resolutions of the Board are carried out and executed. Mr. Trascher said, ok, the Chairman cannot seek Board approval by anything other than a public meeting. Mr. Swann said, yeah, you cannot do it by phone or anything. Mr. Trascher said, we can't do it telephone poll, we cannot do it email poll. Mr. Swann said, I am just telling you that because it was tried before. Mr. Trascher said, anytime funds are expended, it has to be done through a public meeting. Mr. Thanars said, ok I got that. Mr.

Trascher said, if you want to look at expenditures over \$500 that are not in the budget, what you are doing is, if the Chief wants to buy ten \$400 widgets??? the Bylaws don't conflict with that. But, if the widget cost \$500 and it's not in the budget, he's got to come to the Board and the Board has to have a meeting. We can't just call and say, hey is it ok if he buys a \$500 widget. Mr. Thanars said, so we can't do any voting by email or voting by... Mr. Trascher said, no. Mr. Swann said, no, it's only... Mrs. Gallo said, no, it's only by public meeting. So, we would have to take out special call, conference call or email. Mr. Trascher said, we can have a special called meeting. Mrs. Gallo said, so it would be by public meeting. Mr. Thanars said, ok, got it. Mr. Swann said, I guess you have a later version, I don't have it. Mr. Trascher said, this one came out last night. Mrs. Gallo said, do you want to share? I'll play nice. Mr. Trascher said, we playing nice. Mr. Swann said, everything sounds good. Mrs. Gallo said, we are right here. The Chairman should seek Board approval by public meeting outside of the \$500. Chief Dockery said, that's outside of the \$500 budgeted. Mr. Trascher said, right, if something is in the budget, I don't like, I mean, I know you have to have some guidelines to operate on and I don't like tying the Chief's hands because sometimes you have to switch money from one fund to another because of an emergency expense. So, I don't want to put any undo hardship's on the Fire District over a \$500 part. Mr. Swann said, when I do that at work, I have to submit what fund it is in and what fund I am taking it out of and get approval from the council. Mr. Trascher said, yeah, it that's the wishes of the Board, I am certainly not going to oppose. Mr. Thanars said, the intent here was, really, if they haven't approved budget, that's exactly right. We are not getting involved in that. It's things that may be outside of... Mrs. Gallo said, in excess of the budget. Mr. Thanars said, in excess of the budget. Mr. Trascher said, that's what I'm saying, like they come up and say, my God, we need boots. OK, and there is no budget line item or something that can take boots out of. Then they would have to get approval to expend those funds. Am I reading that correctly? Mrs. Gallo said, Mr. Thanars said, yes and it's not included in the existing budget. Mr. Thanars said, when I put the other language, I was trying to be the most expeditions way to do it other than having to do a public announcement or meeting. Mr. Trascher said, you have to have a public meeting. Any time three of us get together and discuss anything to do with the Fire District, it's got to be a public meeting. Two of us could sit and talk all day and us being at a restaurant with four of us present does not constitute a public meeting unless we discuss something about the Fire District. Mrs. Gallo said, and Chief, this does state, and those outside of the approved budget. Chief Dockery said, I just wanted to clarify. Mrs. Gallo said, yeah, and is that standard language that we have done in the past? I am asking for those that have been involved. Mr. Trascher said, pretty much. The Chief has worked, usually worked well with us if he had an expense or something that was going to come up. He may have a switch, if it's an emergency and just hypothetically speaking, the air conditioning goes out... Mr. Swann said, they need tires for the truck... Mr. Trascher said, they need tires for the truck. He may have to take money, we may have an insurance premium that's due in November and this is April. So, he may be able to pull funds from the insurance premium and switch it into this account to get the air conditioner on and at the next meeting he has to come to us and say, I had to pull this on an emergency basis, I need to get a \$500 expenditure, what ever it is, to put that money back by November. Mr. Thanars said, right. Mr. Trascher said, and then that would be, we would approve that expenditure. That has to come as a working relationship with trust in the Chief. He has been good with that. We haven't had a problem. Mr. Thanars said, in this section, what I put was a Chairman, but again, then in that case, don't really need that. Again, that was when the Board was not,

since we only met once a month, I was trying to put a mechanism in place for the Chairman, somebody who the Chief could deal with when the Board is not meeting. Mr. Swann said, one person couldn't make a decision. Mr. Trascher said, we did get into problems with the District Attorney's office with that in the past where the Chief may call and say, look we are going to need something, insurance is going to cancel us. Well, in order to prevent any problem, why don't you put an RFP out now so, when the meeting comes up, we will have something to look at and approve and the District Attorney's office scolded us about that. One person, even the Chairman, cannot call and tell him to do an RFP. It's got to be by Board resolution. Mr. Thanars said, I am going to delete that whole section that says, in the case of expenditures of funds more than \$500, because, the intent behind this was the Chairman have the authority. Mr. Trascher said, yeah, well you would untie your hands, somewhat. Mr. Thanars said, I am going to delete that. Mr. Trascher said, ok. Mrs. Gallo said, which portion are you deleting? The starting with, however? Mr. Thanars said, right and going to, in a public meeting. I am going to delete that. Mr. Trascher asked, are we going to leave the \$500 out? Mrs. Gallo said, yep. Mr. Thanars said, we going to delete that. Mr. Trascher said, ok and I don't think that we will have a problem with that because if we're getting monthly financials, those expenses should show up. At least the Chief is designee needs to make an accounting to the Board on those expenses. Mr. Swann said, unless an emergency happened, I don't think anybody would have a problem with having an emergency meeting to honor what the need is. Mrs. Gallo said, what the need is. Mr. Trascher said, there is really very few things that would come up when you have that kind of expense they couldn't come up with. Mrs. Gallo said, so we pick back up with, in carrying out? Mr. Thanars said, yes. Mrs. Gallo said, "in carrying out his or her duties the Chairman shall follow the enabling statutes, these by-laws and if a procedure is not covered and shall abide by the latest edition of Roberts Rule of Order of the conduct over meetings. The Vice-Chairman shall assume all duties of the Chairman when the Chairman is incapacitated or when the Chairman is not reasonably available to fulfill the duties of his position." Are we all in agreement? "No other Board member should act on behalf of the Board unless given the expressed authority by the Chairman or the written approval of the Board." Mr. Swann said, I don't think the Chairman can give... Mrs. Gallo said, authority for one person to act on behalf of the Board? Mr. Trascher said, if one person, the only thing, this Board, in order to take any action, has to be done by Board resolution. The Chairman can't call and say, do this. Mrs. Gallo said, so this should be no Board member should act on behalf of the Board. Mr. Trascher said, right. Because the Chairman can't call them and say do this or... Mrs. Gallo said, are you with me on that, Don? Mr. Thanars said, yes. Mrs. Gallo said, " Board member should act on behalf of the Board. This includes any formal verbal or written communication, entering into contracts, commitment of resources, etc. However, requesting and obtaining general information or documents to be used in Board discussions or meetings is authorized and encouraged. Mr. Trascher said, and that's by any Board. We need that. Mrs. Gallo said, yep.

Section 4

Mrs. Gallo reads, "Causes and procedures for removal include unexcused absence from three (3) regular Board meetings per calendar year; public misconduct or wrongdoing that

would cast a serious reflection upon the individual or the Board in general, that is contrary to the acceptable standards of good conduct and/or morals; malfeasance or violation of the state code of ethics while performing the duties of a Commissioner. When a Board member reaches three unexcused absences in a calendar year, the Board member and the appointing authority of the Board member will be notified of the appointee's absence record." Are we all in agreement? Mrs. Blackwell said, I thought it was three meetings in a row. Mr. Swann said, you saying is that 3 unexcused meetings? Mrs. Gallo said, yes, three unexcused absence. Mr. Swann said, you go ahead and notify the Chairman and she says it's an excused absence, that does not count as one, right. Mrs. Gallo said, right. This is unexcused absence from three regular meetings. Mr. Trascher said, a lot of them put three consecutive meetings. I've seen that in a lot of... Mrs. Gallo said, well, we only have 12, so three would be pretty considerable. Mr. Trascher said, three in a row is... Mrs. Gallo said, well three in a row is horrid, but three in itself is considerable. That's 25%, your out of the loop. Mr. Trascher said, I agree. So, are we all ok with this? Board agrees. Mrs. Gallo continues to read, "in the case of removal against the Board's Chairman, a majority vote of the Board of Commissioners will suffice." so that would be three out of the four remain. Mr. Trascher said, yeah, when you say like the Chairman missed three meetings, the majority vote of us four and they gone. Mrs. Gallo said, right, it would petition, well we are it. Okay. "in all such action for removal, the Board must procedurally comply with the constitutional due process standards, those being legal and just cause, and then, only after a full hearing held for that specific purpose, complying with the state law and the constitutional standards of "fair play". I am not sure I get that. Mr. Trascher said, it's a terminology. Mr. Thanars said, it's a draft document that had that so I didn't... Mrs. Gallo said, adjust it. Mr. Trascher said, what this is, we would have to sent them a letter or to call the Board member and say, we are having a meeting to discuss your removal and they can come and explain that, they were in Tahiti and the boat sank and they didn't have service, or whatever. Mrs. Gallo read, "the Board member at issue must be properly notified in advance of the hearing, and given an opportunity to appear together with witnesses and present his own case against removal." Fair enough? Mr. Trascher said, fair enough. Mrs. Gallo continues, "Commissioner's are to notify the Chairman of the Board 24 hours prior to any scheduled meeting where an absence from a meeting is expected. In the event of an emergency where 24 hours' notice is not feasible, the Commissioner will notify the Chairman as soon as possible. Examples of excused absences include but are not limited to: military leave, illness, unforeseen emergency, or work related conflicts." We're all good? Mr. Swann said, that's good. Mr. Trascher said, that does not include, I mean, that's not everything. Mrs. Gallo said, right, not limited to.

ARTICLE 4

Section 1

The Board of Commissioner's shall adopt its rules and procedures and fix the time and place of its regular meetings. Generally, it has such powers to perform such duties as are customary for the governing bodies of taxing districts and political subdivisions, including the right to levy taxes and to operate and to operate and control the property acquired by the district. It may do all things necessary to carry out the purpose for which the District was created as a Board of Governance." Mr. Trascher said, the state law gives us those powers, we don't need it but I will go with it.

Section 2

Fire Protection District's constitute public corporations, including perpetual existence, the right and power to incur debt and contract obligations, to sue and be sued, to have a corporate seal, to do and perform all acts in their corporate capacity and in their corporate name necessary for the purpose of acquiring, maintaining, and operating buildings, machinery, equipment, water tanks, water hydrants and water lines, and such other things as might be necessary or proper for the preservation of life and property, including both movable and immovable property, considered necessary for the protection of the property within the limits of the district.” Mrs. Gallo said, yes. Mr. Trascher said, yes and if you would like me to read some of them, I would be happy to. Mrs. Gallo said, please.

Section 3

mt reads, “The District may enter into such contracts as they consider necessary or desirable to carry out the purpose for which they were created, including, specifically, contracts with private or public entities pursuant to which water for fire protection purposes shall be made available and paid for by the District.” I personally don't like to put in our Bylaws paid for by the District, but that would be the only thing I wouldn't have in there. Mr. Thanars said, like I said, all of this was a cut an paste, basically. Mr. Trascher said, yeah, cause we would not really like it if... Mrs. Gallo said, paid for by the taxpayers of the District? Mr. Trascher said, when we say that, we don't want the Town of Pearl River to come up with charges for... Mr. Swann said, for water we using. Mr. Trascher said, or something like that. Chief Dockery said, jump back into section 2 briefly. We have no control over water hydrants and water lines. Mr. Swann said, I am aware of that. Chief Dockery said, that's the Town. Mr. Swann said, right the Town does that. Mr. Trascher said, we are going to work with the town in new developments and things to get the water lines working because they are building subdivisions and the water lines are not up to Fire Department Standards. Is everybody else alright with “paid for by the District”? Mr. Swann said, we can take that out of there, I don't want... Mrs. Blackwell said, just put shall be made available. Mr. Trascher said, I would just like to leave that off of there because we are saying for water. Do you want to take it out or leave it in? Mrs. Gallo said, I have no feed back. Mr. Trascher asked, Mr. Thanars, leave it in or take it out? Mr. Thanars said, I mean, Fire District 11 includes the Town of Pearl River, so maybe I am just missing what we would have to, you said come back and we would have to pay for it. Mr. Trascher said, absolutely. Mayor Lavigne, at one time, was charging them for water to do up there at the ballpark in Hickory. Mr. Swann said, it was a big deal in the Council meeting. Mr. Trascher said, I would just like to leave that out the Bylaws where we don't pay for water. If you want to leave it in, I will leave it in and move on, but I will suggest we take it out. Mr. Thanars said, ok, I took it out. Just “shall be made available”.

Section 4

The District may also do such things and enter into such contracts and agreements with the

United States or with any state or federal agency of instrumentality as are necessary to procure aids and grants to assist them in carrying out the purposes for which the district was created. Mr. Trascher said, I have no problems. Anybody have a problem. None.

Section 5

Hold harmless, defend and indemnify:

- a) Subject to the limitations set forth herein, the district shall hold harmless, defend and indemnify each Commissioner that has served the District from and against any and all claims, actions, causes of action and/or liabilities to which said Commissioner may become subject to liability. The foregoing rights shall not be exclusive of any rights to which any Commissioner may be entitled as a matter of law.

Mr. Trascher asked, any problems? Mr. Swann said, one thing, when we talked to the District Attorney's Office, they are not going to charge for regular representation and stuff like that. But, if we enter in a suit, they are going to charge us for legal services. Mr. Trascher said, \$65 an hour is their rate. We will get into that later. Mr. Swann said, I just wanted to, kind of, make you aware of that. Mrs. Gallo said, hang on one second Floyd. Is there a question? Mr. Thanars said, that's a good point because there is a section in it that talks about payment...Mrs. Gallo said, representation. Mr. Thanars continued, and representation, things like that. Mr. Swann said, also anything like a contract that was done with, what's his name, Mr. Ingram, should have been approved by the Attorney General. OK, whatever contract like that, for legal services has to go to the Attorney General's Office before we can enter into it. Mrs. Gallo said, and that did not happen. Mr. Swann said, that did not happen but I don't think they are going to do anything about it, either. Mr. Thanars said, ok, you mentioned, is there any other situations where certain types of contracts, I guess they have to go to the Attorney General's Office. Mr. Swann said, well, I think any legal contract, we should, at least, let the Attorney General's office, or whoever they get to represent us. I think there is a battle going on between the Parish and the District Attorney's Office on who's going to represent what and who is going to pay for it. The District Attorney told us, that, if on normal stuff, they will represent us but if we get into litigation, because there is another District that is in litigation right now, then they are billing them for. I am just telling you that while I can remember that before I forget. Mr. Thanars said, ok. Mr. Trascher said, we will discuss more of Mr. Ingram's bill at a later time. Mrs. Gallo said, later.

- b) The District's obligation to hold harmless, defend and indemnify shall apply to each current or former Commissioner, so long as the acts, errors and/or omissions for which said Commissioner is being sued arose during the period that said Commissioner was serving in his/her official capacity with the District.

No problems.

- c) The District's obligation to hold harmless, to defend and to indemnify shall not apply to any current or former Commissioner whose acts, errors and/or omissions are determined by a court of competent jurisdiction to be grossly

negligent, intentional or amounting to willful misconduct.

Mr. Trascher said, that means if we do it, we are responsible. Any problems? No problems.

- d) In the event that the District asserts that a Commissioner has acted intentionally, or grossly negligent, or has engaged in behavior amounting to willful misconduct, prompt notification to the Parish President (and appointing authority) shall be made and an appropriate investigation requested. The individual Commissioner may retain and pay for, at his/her own expense, separate counsel "Conflict Counsel" to represent said Commissioner until a court of competent jurisdiction renders a final judgment as to whether the is, or is not, required to hold harmless, defend and indemnify said Commissioner.
- a district

Mr. Swann said, I don't think the Parish President, again, I think it goes back to who appointed you. Mr. Trascher said, right now, I think, the President is going to be the most appropriate person until our legal representation is being decided because Mr. Hand and Mr. Hall were the two attorney's that represented this District's and they are still under employ of St. Tammany Parish, they are just not in the employ of the District Attorney's Office. There's the Chief of the division and there's one ADA that are providing legal council to all Boards and Commissions. When we review these at the next time, if that conflict resolves, we may go to the District Attorney or whoever is going to be responsible for our litigation. Mr. Thanars said, as you read that, the "Conflict Council" piece, I really, want me to take it out. Separate council is sufficient to. Mrs. Gallo said, right, I agree. Mr. Trascher said, well we paid for it. Didn't we say that in another section? Mr. Thanars asked, which one? Mr. Trascher said, about the "Conflict Council". Mrs. Gallo said, I don't remember using that word. Mr. Trascher said, I would, all there saying there is that, you as a Commissioner, are not satisfied with the representation that the Parish or the District Attorney's Office has provided, you may get your own attorney. So, it's not a bad thing, I think, to leave it in but it's up to you. Mr. Thanars said, what "Conflict Council"? You may not be satisfied with that attorney and you may have been accused of whatever, so you can do that. Mr. Thanars said, ok.

- e) The Board may however elect to retain legal counsel for said Board member if it has sufficient justification to warrant doing so. In the event that said Commissioner disagrees with the conflict council chosen by the district, said Commissioner may petition the Board of Commissioners to appoint other counsel. Said petition shall be served upon counsel for the fire district by certified mail, within fifteen (15) days after the Commissioner has been notified by certified mail of the appointment of conflict counsel.

Mrs. Gallo said, I have to read that again, hold on. Mr. Thanars said, I struggled with that section every time I read it. Mrs. Gallo said, ok, so, conflict council is obtained by the commissioner on behalf of him or herself. So they wouldn't provide a certified mail letter after they get their own appointment of conflict counsel. Mr. Trascher said, they would have to disagree with the town, the parish, when we go back to the other paragraph, the Parish could appoint a conflict counsel also. You'd have the right to do it or you could hire one. If they

appoint one and you don't agree with one that they appoint, this is telling you the procedure to have them removed. Mrs. Gallo said, I'm back in the game. In the event that the commissioner disagrees with the conflict council chosen by the district, the commissioner may petition the Board to appoint other council. Mr. Trascher said, right, if I don't like that attorney, you either appoint another attorney or I'm going to have to hire my own attorney, whatever we have to do. Mrs. Gallo said, said petition shall be served upon counsel for the fire district by certified mail, within fifteen days after the Commissioner has been notified by certified mail of the appointment. ok. Mr. Trascher said, this gives you a timeline and a vessel to get it accomplished. Everybody on board? Mrs. Gallo said, so the commissioner has fifteen days to either accept the counsel the Board has provided or petition against it. Mr. Trascher said, right. Certified letter that I don't want that. Mrs. Gallo said, ok, got it. Mr. Trascher said, hopefully we will never use that.

- f) Such other Conflict counsel shall be retained by majority vote of the Board of Commissioners, which approval shall not be withheld unreasonably. However, prior to making any appearance in any court or administrative proceeding, and prior to performing any work on behalf of the Commissioner, said counsel shall advise the Board of Commissioners, in writing, of his/her hourly rate and a tentative estimate, as well as that of any associate or paraprofessional that will be assigned to defend the Commissioner and shall receive Board approval before providing any legal services or engaging any expert witness.

Mr. Trascher said, the only thing I would like to see here is a tentative estimate on a total cost of the proceedings. When we talked to the DA's office yesterday, they said that is customary to ask for the hourly rate and a tentative amount, say \$6,000 or \$8,000, whatever they think it's going to be. It's an estimate. Mr. Thanars said, ok, an hourly rate and a tentative estimate. ok. Mr. Trascher said, ok, so when it gets to that amount, it becomes the Boards decision whether to continue paying the legal fees or cut it off. Mrs. Gallo said, ok. Mr. Trascher asked, does everybody agree? OK.

- g) Conflict counsel will be paid by the District for all legal and other expenses, including but not limited to, expert witness fees that are reasonably incurred in defense of any action, subject to the limitations set forth above in sub-section b, c, d, e, and f.

Mr. Thanars said, and actually, you know, in f, where it says expert witnesses, is really not just engaging any expert witnesses performing any legal services, because until you get that and approve it, they shouldn't be doing any work. Mr. Trascher said, right. Mr. Thanars said, because it says expert witnesses. Mrs. Gallo said, ok, do you want to add that? Before providing any legal services? Mr. Thanars said, right. Mrs. Gallo said, or engaging any expert witnesses. Mr. Thanars said, yes. Mr. Trascher said, it has that here, shall receive Board approval before engaging any expert witnesses. Mr. Thanars said, but it doesn't talk about the other legal services. Basically, they don't do anything until you get this estimate and you approve it. Mr. Trascher said, the Board gets an estimate of the hourly rate, we approve it, we send it to where ever we got to send it. Mrs. Gallo said, so he is proposing we say, provide no legal services before that is done, as well as, they should not obtain any expert witnesses before that is done. Mr. Trascher said, ok, I agree. Mrs. Gallo said, ok, to the

inclusion of both. Mr. Trascher said, until the Board does a resolution, shouldn't be done, anything. Mrs. Gallo said, thank golly, we are 75% done.

Section 6

In addition to the powers and authorities by these by-laws expressly confirmed upon it, the Board may exercise all such powers of the District and do all such lawful acts and things as are not by statute or by these by-laws prohibited.

Any problems, none.

ARTICLE V

Section 1

Regular meetings of the Board of Commissioner's shall be held at 7:00 p.m. On the 2nd Tuesday of each month at such place as the directors may determine appropriate. The public should be made aware of all meetings and the location, time, and date of the meetings should be posted on the Fire District website, in it's public read board,

Mr. Trascher asked is that the Fire Districts Public read board? Mr. Thanars said, I guess. Mr. Trascher said, we don't have, all we have, we post them on the doors. Chief Dockery said, on the public window. Mr. Trascher said, I mean if that's what we say, our procedure has been to post on the Fire Stations. Mr. Thanars said, ok, so I am going to put Fire District website. Mr. Trascher said, and let me say this before I agree to that. Jack, is that going to be a problem to put the meeting notices on the website? Chief Dockery said, I don't think. Mitchell Geissler said, as long as it's emailed to me, I can put them on there. Mr. Swann said, well they are giving you the dates for the thing now, it's the 2nd Tuesday. Mr. Trascher said, well, what we will do is... Mr. Geissler said, that's put on there. Mr. Trascher said, have Mrs. Rinkus prepare the agenda we will ask her, if you will give her your email address, we will ask her to email to you and you can post that agenda. Mrs. Blackwell said, once it's approved. Mr. Geissler said, we have something on there, and as far as an agenda for the special meetings if she will email it to me. Mr. Trascher said, ok, give Mrs. Rinkus your email address and I didn't mean to interrupt the meeting, that way we proceed to have it worked out.

"The public should be made aware of all meetings and the location, time, and date of the meetings should be posted on the Fire District website, in it's public read board, and notification made to the Town of Pearl River City Council " Mr. Trascher said, it's not a City Council, its a Town.

"Town of Pearl River at least one (1) business day(s) before the scheduled or called meeting."

Mr. Trascher said, it has been the policy of the Board that we attempt to post our agenda five (5) days before the meeting. So, that's not going to be a problem violating the Bylaws if we continue to do that, is it? Mrs. Gallo said, no because the Bylaw doesn't determine anything at this point. Mr. Thanars said, yeah, it says at least 24 hours. Mr. Trascher said, ok, at

least 24 hours, so we will go beyond that.

Before the scheduled or called meetings. Special meetings of the Board may be called by the Chairman on twenty-four (24) notice to each Commissioner, either personally or by telephone or by mail; special meeting may be called by the Chairman or Secretary in like manner and on like notice on the written request of two (2) Commissioner's. All commissioner's are expected to attend all special meetings, subject to their availability. A majority of the Commissioner's shall constitute a quorum of the Board, a quorum being required for all meetings of the Board.

Mr. Thanars said, just one administrative note, where you have by telephone or by mail, put email. We don't use mail. We use email. Mrs. Gallo said, telephone, mail or email. Make it inclusive. Mr. Trascher said, yes, good point.

Section 2

At all meetings of the Board of Commissioners' the Chairman shall preside according to the latest additions to Robert's Rules of Order.

Mrs. Gallo said, you got some studying to do. Mr. Trascher said, get busy girl.

Section 3

An agenda prepared by the Chairman and published and posted at all fire stations at least twenty-four (24) hours in advance is required for all regular meetings of the Board. For special meetings, an agenda prepared by the Chairman and published and posted at all fire stations at least twenty-four (24) hours in advance is required. Order of business at all meetings shall conform with the agenda, unless by an affirmative vote of a majority of the Commissioners to change or amend the published agenda. All proceedings of the meeting to conform to state laws governing meetings of public bodies.

Mr. Trascher said, we have been told before that it takes a unanimous vote to open the agenda to add items. Now, I can't quote statutes on that but, I know that I've been, we've been admonished in the past. Mrs. Gallo said, let's put a question mark to do some research on that. Instead of an affirmative vote, of a majority. Mr. Trascher said, it's been a unanimous vote to open the agenda. Mrs. Gallo said, we will look that up. Mr. Trascher said, thank you.

Section 4

As a general rule, agenda items that warrant a formal vote or a resolution shall be formally presented at regular meetings. A formal vote on the matter will be taken at the next regular scheduled meeting in order to allow Board members time, generally 30 days, to review any supported documentation or any related information prior to taking action on the matter and this will facilitate the flow of the formal meetings and thus, allow for more informed discussion and decision. In those cases such as a special called meeting where we are unable to have more advanced time to review the agenda item being discussed, sufficient information should be provided as soon as practical and/or presented in order to insure sound understanding of

the agenda item addressed.

Mr. Trascher said, the only problem I have with this is, when we are saying on a resolution, just like we talked about before. It's saying in this section that, if we had a budgetary issue where we needed to approve money, we would have to introduce it at this meeting and vote on it at the next meeting. I don't know, I don't think that we should have this in there. We should be able to, if a resolution is presented and it needs to be acted on, we should be able to approve it at that meeting. Now, we can make it a policy rather than in our Bylaws that this Board, have a resolution, I think it's a good idea, have it reviewed, entered, similar to what they do with ordinances on the Parish Council. Where the ordinance is introduced, it lays over for 30 days for public review and then it's voted on at the next meeting. An ordinance is a law though. A resolution is not a law. So, I think we tie your hands, somewhat, by this language. I think we should make that a policy as opposed to in our Bylaws. That's just my thoughts. Anybody else? Mr. Thanars said, here, my line of thinking was that, because we can have a lot of discussion, so we don't have long meetings and a lot of times questions come up that require further research and so we not locked in that have to act on a matter right then. Mr. Trascher said, well, we can do that by tabling a that until the next meeting rather than saying our resolutions have to be introduced and then held over. Mr. Thanars said, well, if you are tabling a matter, that's a part of Robert's rules of order, so you don't have to address that, since we are already doing that. But, in the case here I meant something that we have to act up on that it's not presented and then we don't spend a lot of time because a lot of us, questions are going to come behind it. You present it in between the meetings and you can say, can you send me this I have questions. Mr. Trascher said, I think we can do that without putting this in the Bylaws by just saying that it's a resolution that seems to be controversial, us as Board members can request that it be tabled until the next meeting so that we have further time to address any questions or as for supporting documentation. I think it is a little ambiguous, it says one thing and let's you do something. Mrs. Gallo said, I understand what we are trying to get to and I also understand the point that you make that there are some cases where we need to act and not bind ourselves. We are trying to get away from what we've done the last couple of meetings. We bring up an issue, we talk about it, we don't make a vote on it, we put out more information, we bring it up at the next meeting, we talk about it, we don't yet make a vote on it. So, I think the attempt is to try to provide information, put the onus on us as Board members, do some homework, study up, read, whatever that may be, before the next meeting when there is a carryover issue. Mr. Trascher said, ok, if we, as a Board member... Mrs. Gallo said, I get what both of you are saying, I don't know how to word it to compromise that. Mr. Trascher said, I think it is necessary to have it, as a Board member, when a resolution is brought before this Board, there should be an action taken by a Board member. It's either going to be to table it, approve it or deny it. If we propose table and we get a second, we take vote, an affirmative vote and it puts it on the table. So, we have thirty days to do whatever we want to do as research. If we make a motion to vote to approve it, we get a second, we have an up or down vote on approval or deny it, we get a second, we got an up or down vote. So, either way the issue is addressed. I don't think it has to be done in the Bylaws this way. I think that any one of us as Board Members, has that opportunity. If you are not comfortable or you don't feel you have information on an issue that's presented, then either request to table it or deny it. Make a motion, get a second and we go for an up or down vote. Mrs. Gallo said, yeah. Mr. Trascher said, that's just my thinking on that. Because, by putting it in this way,

we may act in conflict with this section. Mrs. Gallo said, if we tried to, with the way that this is reading currently, if we try to make a vote on any first meeting item, it could be in conflict with this Bylaw. Mr. Trascher said, it could be in conflict. Mrs. Gallo said with this section. Mr. Trascher said, so that means anything that we have, we are going to read an ordinance, because that's how an ordinance is done, in a council level with law. We are going to read a resolution and introduce it then lay it over for 30 days. So, we are going to deal with it at two meetings anyway. Some of them we may be able to vote it up or down and be finished with it, you know, move on to another matter. Mrs. Gallo said, well, in the way that this is reading, agenda items that warrant a vote. Let's not even talk about resolutions, just things that warrant a vote. So, the night that the gentleman was here talking about our health insurance plans, we made a vote to accept his proposal. Under this, we would not have been able to do that. Mr. Trascher said, right, we would have to lay it over 30 days. Mrs. Gallo said, right, lay it over 30 days and we had to make a movement on that. So, that's what we have to be careful on not to bind ourselves on that. Do you need to brake? Mr. Trascher said, yeah, I think we can just leave that section out. Mrs. Rinkus said, I need to change tapes. Mr. Trascher said, pleas, we will stop.

Mr. Trascher said, while we were off, Commissioner Thanars suggested that this be amended to,

As a general rule, sufficient information shall be provided as soon as practical and/or presented to insure sound understanding of the agenda item being addressed.

Mr. Trascher said, that clears my concerns with this section. Mr. Thanars said, you left one last sentence,

This should facilitate the flow of formal meetings and thus, allow for more informed discussion and decisions.

Section 5

All meetings should be conducted in an honest, open, and professional manner. Board members should be respectful of each other, the public, and any other persons in attendance. Disruptive or unruly persons will be asked to leave or will be removed by the appropriate authorities.

Mr. Swann asked, who is the appropriate authorities? Mr. Trascher said, St. Tammany Sheriff's office or any law enforcement agency. Mrs. Gallo said, not me. Mr. Swann said, we've had Pearl River Police here before and this not in their jurisdiction. Mr. Thanars said, oh, this isn't? Mr. Trascher said, St. Tammany Sheriff's office. Mr. Swann said, no it's not and I can tell you. You never have a Sheriff's deputy here so, who makes them physically leave. Mr. Trascher said, I will, I will be Sergeant At Arms. I am a Commissioned Law Enforcement Officer, so I will take care of that. I do evictions regularly. So, the appropriate authorities, or if we have a problem we are going to ask them to leave. Mrs. Gallo said, or you can simply say, or will be asked to leave or be removed by appropriate authorities, if present. Mr. Trascher said, no, you can't. Leave it, be removed by appropriate authorities. If we have a problem and we have a combative person, we are not going to engage them.

We are going to ask them to leave and one of our administrations or us will dial 911 and have somebody here to give them reservations that evening. Mrs. Gallo said, yes, that's better. Mr. Trascher said, and we will take the necessary actions to protect that. Mrs. Gallo said, perfect. Mr. Trascher said, they will be removed. I am satisfied.

Section 6

At all meetings the Board of Commissioner's the Chairman shall allow public comment on any agenda item. Each person who wishes to speak, will be limited to three (3) minutes to comment on any individual agenda item to be voted upon. Comments must stay to the subject of the agenda item and the Chairman has the right to intercede or terminate any further comments if they stray from the subject. If the Board of Commissioner's responded on a public comment, the person with the original public comment will be allowed a single rebuttal comment of three (3) minutes.

Mrs. Gallo said, that's standard. Mr. Trascher said, it is? I don't necessarily like if a Board of Commissioner's says something, because that can go back and forth for a long time. You automatically give somebody, I think we should be, if somebody... Mrs. Gallo said, well it does say a single rebuttal comment. Mr. Trascher said, but if another Board of Commissioner's says something, they get another single rebuttal comment of three minutes. Mr. Thanars said, but I also think, it says the Chairman has the right to intercede and terminate. Mr. Trascher said, I personally, like more so, and I am saying this. I will go along with this. I just want to comment that I like to give each public citizen a five minute comment time and that's it. Once the public comments are closed, the Board discussion occurs with the Board and if they address somebody, you know one of the comments the people made, they don't have the right to come back and say I want my three minute rebuttal time. They are not going to know about it because what's in here. I think we should give them five (5) minutes to present there case. Mrs. Gallo said, I would like to add, that, any person that wishes to speak should either sign their name or state there name on record. We did make it a policy that anybody that addresses this Board is going to do it from the podium so that we can video. Mrs. Gallo said, we need to include that each person who wishes to speak should address the Board from the podium, state their name, and continue. Mr. Trascher said, I would like to see five (5) minute comment and then that's it, it's closed. Once the comment's from the public are closed, they end. Mr. Swann said, that's the way they do it for City Council meetings. Mr. Trascher said, right, you comment, you say what you want and then that's it. Mrs. Gallo asked, be limited to a single, five (5) minute comment? Mr. Trascher said, a five (5) minute comment and once the public discussion is closed, the discussion then ensues between the Board members. Mrs. Blackwell said, I have a hard time remembering to give them discussion time anyway. Mrs. Gallo said, a single five (5) minute comment. Mrs. Blackwell said, I am not very... Mr. Trascher said, I will nudge you or something. Do you see where I am at, that's my only thing. Mrs. Gallo said, on any individual agenda item to be voted upon. Mr. Trascher said, right. Mrs. Gallo said, comments we should keep, comments must stay to the subject of the agenda item. The Chairman has the right to intercede and terminate any further comments if they stray from the subject. Mr. Trascher said, yes, and leave off the Board of Commissioner's... Mrs. Gallo said, delete the last line. We added approach the podium, state their name. Do we want to add, have them sign in or is that not necessary?

Mr. Trascher said, I would do it as a policy, we don't have to put that in the Bylaws. Make it a Board policy. Mr. Swann said, we should have a sign in sheet. Mr. Trascher said, we will have a sign in sheet to address the Board because public comments are not going to be on the agenda, they can only comment on agenda items or we would have to open the agenda to let them tell us whatever you got. That can be a policy.

Section 7

At a minimum, meeting minutes will be taken (or recorded) of each meeting documenting the actions and discussions during the meeting including those Commissioners present and or any other persons on the agenda or person(s) who may have had a comment or question. The minutes will be subsequently typed and once approved, posted to the Fire District website within three (3) days, in PDF format,

Mr. Trascher said, I don't know that we need PDF. Mrs. Gallo said, yes, we do. Because that wouldn't allow someone to adjust the minutes. Mr. Trascher said, ok. I guess that takes care of my technical expertise, thank you.

Following any meeting as well as copy made available (PDF format) to the Mayor, Town of Pearl River for posting to their website as well. Additionally, a copy of the approved minutes will be provided to each Board Commissioner.

Mr. Trascher said, not a problem, any problems? Mrs. Gallo said, and once again, Georgette would be able to copy the minutes to, who was the gentleman? Mr. Trascher said, Mitchell Geissler. He is our public information officer. Mrs. Gallo said, ok. Mb asked, in three days? Chief Dockery said, once approved, yes that should suffice. It generally takes a couple of days. Mr. Trascher said, I did ask the Chief at the last meeting and he said he didn't have a problem with doing that. His staff did tell me that they would do it. Mrs. Gallo said, ok. I have to say that when I was asked about being on the Board, I went to the Fire District 11 website and I started trying to look up prior meeting minutes and so on and it was comical what was out there. Mr. Trascher said, let me say this, this Board, in the past does not control that website. That website was totally Chief Leos' decision and responsibility because I think we should have the Board of Commissioner's names, telephone numbers in case any citizens want to contact us. I think we should have more information but, Chief Leos, because the problems in the community, didn't post a lot of the employees, didn't post a lot of information and it's been his decision. I think the meeting minutes they stopped putting them on in 2014. Mrs. Gallo said, there was barely nothing out there. Mr. Trascher said, that's why I was concerned with any time we put it in our Bylaws because we are again, putting a mandate on the Chief. He does, it's policy to keep control of the website. So, he did say he wouldn't have a problem with posting the minutes. I will say that. Mrs. Gallo said, Chief Dockery, any thoughts on that one way or another? Chief Dockery said, I think we are in agreement with this. Mrs. Gallo said, ok.

Section 8

The Board of Commissioner's is generally a non-compensated position. However, compensation may be paid in the form of per diem to Commissions for attendance of

meetings, not to exceed two (2) meetings per month and may not exceed current state statutes authorizing such per diem and rate (LA RS 40:1498 (F)). The Board of Commissioners however, will vote each January regarding any compensation requests from the Board members.

Mr. Trascher said, the statutes correct, we are allowed, what is it, up to \$100 per meeting. This Board in the past, because of the financial condition of the Fire District, has opted not to accept any form of compensation. Mr. Swann said, we never have. Mr. Thanars said, the reason I put that in there, and I am just explaining, one of the changes I found and they broke it down by Parish and Fire District. Because it's different and they specifically talked about this one and so I put that there. Mr. Trascher said, it's enabling legislation's specially for Fire District 11 that's in the state statutes that allows that compensation. Mrs. Gallo said, really. Mr. Trascher said, don't be surprised. Mrs. Gallo said, aren't we special. Mr. Trascher said, yeah, well you will find that in a lot of St. Tammany Parish, we have special tool enabling legislation, it's not uncommon. The Justice of the Peace... I don't have a problem with putting that in there, I just wanted to say that it has been our policy to not to accept it. The only thing is every January we are going to have to remember to vote down our compensation. I don't know if you want to leave that out, that we do it every year and if at some point in the future you want to bring it up. Mrs. Gallo said, well if that's the case, I think that a line should be added that said, there would be a vote in January, or put it on the Board of Commissioner's. If a Board of Commissioner's request payment, it must be brought to the Board during the annual January review of these Bylaws. Mr. Trascher said, something to that effect, because the way that this is worded, every January we have to vote it up or down. Mr. Thanars said, yes. Mr. Trascher said, that's just another duty, another problem we have. Something like Mrs. Gallo is saying, if a Commissioner would request compensation, they would have to bring that issue to the Board. Mr. Thanars said, at any point. Mr. Trascher said, yes, at any point. Say you come up in August and you say it's been a lot of time... Mr. Thanars said, let me see. Generally, non-compensated positions... Mrs. Gallo said, it does say this, both, each January regarding compensation of the Board members or compensation request from the Board members. Mr. Trascher said, don't put it in every January. If somebody wants to bring up a resolution. Mrs. Gallo said, the Board of Commissioner's will vote regarding any compensation request from the Board Members. Mr. Trascher said, yes, that way if we forget to do it in January, no problem. Mrs. Gallo said, the Board of Commissioners will vote regarding any compensation requests from the Board Members. Mr. Swann said, we never have but, say somebody did want it, how, if it's under statute can we vote it down? Mr. Trascher said, yes. We can elect not to and by doing it this way, if one of the Commissioners would like to bring to the Board, I would like to accept half of our compensation, we vote. That can be done at any time. ok. The article 6. Mr. Thanars said, I am taking out everything. Just those two sentences. The Board of Commissioners, generally a non-compensated position, the Board of Commission will vote regarding any compensation request for the Board Members. Mr. Trascher said, that's it. Mr. Swann said, that's good.

ARTICLE VI

Section 1

The Board of Commission's may appoint such officers and agent as it deems necessary, who shall hold their offices for such terms and shall exercise such powers and performance of duties as shall be determined from time to time...

Mrs. Gallo said, I'm sorry, on Section 8, I think we should leave that other information in because that was very specific to say, "not to exceed two (2) meetings per month and not to exceed current state statutes authorizing such per diem". Mr. Trascher said, we did. We did leave that in, didn't we. Mrs. Gallo said, no, he just said remove all of that. Mr. Thanars said, ok, so you want to leave all of that in. Mr. Trascher said, yes, the only thing we want, the last sentence. Mrs. Gallo said, the last sentence is simply adjusted. Mr. Trascher said, right. Mrs. Gallo said, we want to leave all of that in. Mr. Swann said, that way you don't have to vote every January. Mr. Trascher said, any Board of Commissioner can bring a resolution to the Board to authorize compensation up to the amount approved. Mrs. Gallo said, so it would still read, just to clarify, Don. "The Board of Commissioner's is generally a non-compensated position. However, compensation may be paid in the form of per diem to Commissions for attendance of meetings, not to exceed two (2) meetings per month and may not exceed current state statutes authorizing such per diem and rate (LA RS 40:1498 (F)). The Board of Commissioners however, will vote each January regarding any compensation requests from the Board members." Mr. Thanars said, ok, so that is going to be the last sentence. Mr. Trascher said, that's it. I'm sorry, that's what I thought it was the only thing we changed. Mrs. Gallo said, he went from, generally non-compensated to the last sentence and omitted the last things. Mr. Trascher said, ok, because all of that is coded in from the statute and everything is correct. Mrs. Gallo asked, we're good? OK.

ARTICLE VI

Section 1

The Board of Commission's may appoint such officers and agent as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Commissioner's. Such appointees may be compensated for such appointments by Resolution of the Board of Commissioners.

Mr. Trascher said, I don't agree with any of that. What are we trying to say here? Anybody have any comments? Mr. Thanars said, I'm thinking back. Mr. Swann said, I don't know when we would do that. Mr. Trascher said, because Section 2 deals with the appointments and really, we shouldn't appoint a compensated person. That's going to be a Civil Service thing. Mr. Swann said, we can put a question mark. Chief Dockery said, it would be best to scratch those 2 sections. Mr. Trascher said, I think Section 1 and Section 2 should be deleted. Mr. Thanars said, the note I made to myself was, cause in Section 7, talks about appoint to committees and I have no problem with just that last line where it says, "The Board of Commission shall be the appointing authority." and the point I was making earlier in the Fire Civil Service were those two positions that we appoint. Instead of it being there, we put it in Section 7. Mr. Trascher said, ok, well, these two Sections, I think, Section 1 and Section 2 should be deleted in it's entirety. This Board should not appoint any... Mr. Swann said, officers or agents? Mr. Trascher said, right, the only thing we hire a part time, a clerk, a

secretary, what ever you want to call it. Mrs. Gallo said, the piece that stood out to me was compensated officer's or agents I thought that was, I didn't know what that might, other than the Chief... Mrs. Blackwell said, that's kind of going back to me, kind of going back to the District Attorney or sending it to the Attorney General. Any time that we are seeking legal council, if you will just for an example, we have to go to the Attorney General. That would be the only person we would be compensating, right. Mr. Trascher said, this leaves the door open. We could hire a trash collector, we could hire. Mrs. Gallo said, this kind of says we could hire anything if I am understanding it right. Any officer or agent of our Board can compensate them based on adopting a resolution. Mr. Trascher said, right. I think these two sections are out of line. Mr. Swann said, sounds good. Mr. Thanars said, so, Section 1 is just the point about the Fire chief. Mr. Trascher said, yes, Section 3 now becomes Section 1.

Section 1

The Board of Commissioners shall appoint/hire a Fire Chief in Conformance with State Civil Service guidelines. The Fire Chief shall have the authority and responsibility for the day to day operations of the Fire District, including performing such functions as creating an annual budget and five year capital improvement plan (both with appropriate justification) for approval by the Board; overseeing and approving expenditures; creating schedules, and hiring, firing and training employees. All expenditures must comply with Louisiana Bid Law as interpreted by the Louisiana Legislative Auditor. The Fire Chief is to report directly to the Board of Commissioners and will provide a formal report at the Board's regular monthly meeting. Between monthly meetings, the Fire Chief will report to the Chairman or in his absence, the Vice-Chairman, at least weekly. The Chairman or in his absence the Vice-Chairman serves as the Board's representative to act as the Fire Chief's supervisor and/or should informal performance/disciplinary discussions be required. The Fire Chief may be removed only in conformance with State Civil Service Laws and guidelines and the Fire Fighters' Bill of Rights. The Fire Chief may make appointments as he deems necessary for the operation of the Fire District in accordance with State Civil Service laws and guidelines.

Mr. Trascher said, that is a broad Section. Mr. Swann said, I don't think the last one, Fire Chief may make appointments as he deems necessary, I don't think he can just make appointments without, if that's the case, he could appoint people as Secretary, Fireman or anything. It is in accordance with the state Civil Service Laws and Guidelines. The Fire Chief is going to run the Department. If you wanted to say in conformance with the State Civil Service Laws guidelines and budgetary constraints. If it's in the budget, he can do it. It's that simple. I think that the Chairman and the Vice-Chairman, when you say act as his supervisor, and he reports to weekly. I don't think, I don't know that we should do that. I think that it would be better to do as policy, that any action that this Board wants to take with the Fire Chief for discussions should come from a resolution from this Board. The Chairman should not act as a day to day supervisor to the Fire Chief. Mr. Thanars said, where I was going with this is that, cause the Board and some of the other drafts or other documents, they keep referring to as the Board. So, here I was being more specific. Again, this was not, so that 30 days had past and if there were issues going on, when I say at least weekly, that means at least weekly we can have communication with the Fire Chief or the Fire Department about matters. The Fire Chief, Chief Leos has started sending emails, you know, with

problems or things that he has with the district. It's incumbent upon the Fire Chief, as our employee, to keep the Board informed. To say, I think, we are putting the Chairman on the hook to act as a supervisor when the Chairman doesn't have the authority to tell the Chief anything unless it's by resolution of this Board. Do you understand where I am coming from with that? I think we need to look at this and think it a little more. I don't think any Board Member, I know the District Attorney's Office has told us that no Board member can go tell the Chief, when you look at this, the Chairman can go tell the Chief, look Chief, I want you to go get bids on this. You can't do that. The Chief does the day to day operations. Now, if this Board does a resolution to get bids on something, the Chief is bound by that resolution, as our employee, to do it. Do you see where I am coming from with it? Mr. Thanars said, I am with you, and like I said, maybe the supervisor. Previously, we talked about the Board. You know, we basically hire and fire the Chief. So, we effectively act as the supervisor. Mr. Trascher said, we are the supervisor. The Chief's performance appraisal is done by this Board. Mr. Thanars said, right. So, my point here by saying Chairman or Vice-Chairman, you know, if there were matters to come to the attention of the Board or that was for... The fire Chief is dealing with a person as opposed to 5 people, that's where I was going. Mrs. Blackwell said, no, he sends out emails to everybody anyway. Mr. Trascher said, everybody should be included. If there is something that, there is nothing that the Chairman can do with the Chief to alter anything on this Board. It is incumbent on the Chief, as our employee, if he has an issue, to bring it to this Board. He can communicate through the Chairman, but it would behoove him to communicate to all the Board Members. Mr. Swann said, which he does anyway. Mr. Trascher said, and that's the way it should be. Mr. Thanars said, the part is, I don't want to say my bias, my experience is that, you know, you typically... Mr. Trascher said, you can't serve more than one master. Mr. Thanars said, yeah, your communicating and you deal with one person and that becomes the focal point of it. Although they may have to, the issue may have to be addressed by the Board. It's just in the context of the weekly communication. Mr. Trascher said, the Board Member should almost be offended if the Chief talks only to the Chairman and doesn't include you and you walk into a meeting and there's a issue that everybody knows everything about but you don't. So, that's why is should be the whole Board. Mr. Thanars said, no, that's why I said the Chairman, would then be a communicate, it was a matter that was Board action, then that would be communicated by the Chairman. They would actually have situation awareness with it. They would, suppose to, five emails from us, getting all of that, it's one person that is working it. Mr. Trascher said, I don't like it. I think that the Chief, if he wants to bring an issue to the Board, should bring it to the Board. He's the one that's going to have all the information, the issue and any thing that needs to be brought to it, not the Chairman. Mr. Thanars said, I am not talking about an issue to the Board, I am talking about something in between our meetings. Mr. Trascher said, the Chairman can't decide anything. They can't tell him to do anything. You would be beating a dead horse. Mrs. Gallo said, give an example of what you are, might have in mind. Mr. Thanars said, if there was an issue, we'll take the fire truck. If there was an issue going in with the fire truck and so as oppose to the Chief having to communicate with five people, on a weekly basis if his communication was with, in this case, Michele. Then, here Michele, here is the problem that he is dealing with and then Michele is articulate to the Board. Here's this matter that we need to address as a Board. He's not dealing with five people, he is dealing with one person. Mr. Swann said, he deals with us all the time by sending out emails. He sends the emails to everybody. Mr. Trascher said, when you do that, he can cry on Michele's shoulder but Michele can't tell him to get the truck fixed. The

Chief can take the funds and switch it. He controls that budget. He doesn't have to report to Michele. He runs the Department. If he has an issue with his department, he brings it to us, this Board. Mrs. Blackwell said, unless it's an unknown (inaudible). Mr. Trascher said, now, he can add something to be put on the agenda. He could ask Michele to put it on the agenda. I think that you would be getting better information if you get it to come directly from the Chief, than if you get it second hand from another person. Mr. Thanars said, well, again, I'm just not, that's what's awkward for me. It's just, I am not accustomed to dealing with five people. You only have a chain of command and a chain of command is person x to y to z. Mr. Trascher said, that's right and when you get to the top it's called a senate. It's called a senate in the federal government or it's called a president and Johnny Leos is the director, he is the Corporate Officer of this business and we are the Board of Director's. Mr. Thanars said, but in an operational sense though, his, and again pardon me, that is the chain of command and I see the same thing. The chain of command is normally not a body of people, it's a person. Mr. Swann said, there's no one of us can go ahead and tell him to do anything. Mrs. Blackwell said, it's best if he sends out to all five of us. Mrs. Gallo said, I think that we are debating on something that is a matter of preference for Chief Leos. If Chief Leos is more comfortable communicating with the five of us via a group email versus being comfortable communicating with Michele and Michele turning around and communicating with us as a Board. I think we are trying to make a decision based on, what's your? Mrs. Blackwell said, Chief Dockery? Chief Dockery said, just to give my point of view. Having like it's written right now, would almost feel like a supervisor breathing over your shoulder every week. To give the Fire Chief free rein to do day to day operations, you have to have confidence in him to complete that. Mr. Don, I understand the chain of command and the only part of it is, when it goes from the Chief to the Board, it's almost like a collective mind. You can't just have one person. Just like she said, you can't do... Mrs. Blackwell said, I may not be able to bring the vision over like Chief can bring it straight towards the Board. I may not be able to bring his vision his way to the y'all when he could do it best himself. Is that, Chief Dockery, what you were trying to say? Mrs. Gallo said, so, if this reads between regular monthly meetings, the Fire Chief has a responsibility to bring issues or request to the Board, which is what he already does. Chief Dockery said, it has nothing to do in the Bylaws right here. Yes, we would hope that we have a good working relationship to where if problems arose... Mrs. Gallo said, he could bring those to us. Chief Dockery said, we could let everyone, you know, be informed. Mrs. Blackwell said, we would want him to be able to come to us at anytime. Mr. Trascher said, it's not something we need to put in the Bylaws, it's something that procedural and if you look at a corporation the way it's set up, we are the Board of Director's. The president of the company, he reports to the Board, the entire Board. Chief Dockery said, I am looking at this as an ignorant little man of you do not have trust in me so I have to check in with you on a weekly basis. Mrs. Blackwell said, thank you, Jack. Mrs. Gallo said, and that's contrary to what Don is trying to accomplish by saying this... Chief Dockery said, I mean, I understand what your saying but... Mrs. Gallo said, but how you are reading it, perception is everything and that's what your perception is telling you. Chief Dockery said, no offense to Chief Leos, he's an old country boy, he would probably read it the same way, so. Mr. Trascher said, I think it would be better if we look at this as a structure of a corporation, we are the Board of Director's and the Chief Operating officer accounts or reports to the Board of Director's. Mr. Swann said, if there is a major issue, I can tell you right now, he is not going to send an email to Michele, he is going to send it to everybody. Mrs. Blackwell said, that's right. Mr. Trascher said, and he should so that we are aware of what we may need to

act on. It's information. Mrs. Blackwell said, it's his vision, I can't bring across his vision because I might miss something in there. We might not see the same picture. Mr. Thanars said, ok, I am taking it out the everything I had after about the, report to the Chairman and the... Mrs. Gallo said, starting with the, between Don? Chief Dockery said, from the, between to the required and just leave the Fire Chief maybe removed only... Mr. Trascher said, now where are we? Mrs. Gallo said, page 8, are we in the same spot? "Between regular monthly meetings, the Fire Chief will report to the Chairman or in his absence, the Vice-Chairman, at least weekly. The Chairman or in his absence the Vice-Chairman serves as the Board's representative and acts as the Fire Chief's supervisor should informal performance/disciplinary"... Mrs. Blackwell said, it's the whole Board. Mr. Trascher said, yes, I think it needs to be removed from, "Between to the Fire Chief may be removed only in conformance with State Civil Service laws and guidelines and the Fire Fighters Bill of Rights." Mrs. Blackwell said, thank you Chief Dockery. Mrs. Gallo asked, ok what about the last line? "The Fire Chief may make appointments as he deems necessary for the operation of the Fire District in accordance with State Civil Service laws and guidelines." I think that is a matter of wording. The Fire Chief may hire personnel. Mr. Swann said, he can't really do that. Chief Dockery said, that's going to fall under Civil Service. Mr. Trascher said, yeah, the Fire Chief may make appointments as he deems necessary for the operation of the Fire District in accordance with State Civil Service Laws and Guidelines and budgetary restraints." so that he can't just hire a person and say, you are a fire fighter. They have got to have qualifications with Civil Service and he can't just hire people that we have control over the budget. When it comes to salaries that have to be expended, we control that. Is that ok? Can we move on to Article 7? (Board agrees)

ARTICLE VII

Section 1

The Chairman may appoint such committees, as he or she deems necessary, subject to the approval of the Board of Commissioner's. Whenever the Board of Commissioners is not in session, the committees appointed by the Chairman may act subject to ratification at the next meeting of the Board of Commission's, at which time the appointments made by the Chairman may either be approved or disapproved.

Mr. Trascher asked, any comments? Mrs. Gallo? Mrs. Gallo said, I agreed with the Chairman making, allowing committees within our Board. The way that I read this is the last line says, "at which time the appointments made by the Chairman may either be approved or disapproved." That's kind of after the fact statement. Mr. Trascher said, yes, I was not comfortable with that and that's why I was hoping somebody would point that out. Mrs. Gallo said, I don't like the after the fact piece, I think the Section is fine. "may appoint committees" because committee work is always good to take off the hands of, you know, kind of dig into issues. Mr. Trascher said, and I think we could just leave... Mr. Thanars said, stop at "Board of Commissioner's. Mr. Trascher said, stop at "subject to approval of Board of Commissioner's." I think that's it, ok, and then the Chairman wants to appoint a committee, we bring it to the Board, we up or down it and it's done. Mrs. Gallo said, yes. Mr. Thanars said, ok.

Section 2

The Chairman of each committee shall make a written report to the Board of Commissioner's whenever requested by the Board of Commissioner's.

Not a problem.

Section 3

The Chairman may appoint committees from the Board of Commissioner's, ranks of paid employees, as well as from the ranks of the volunteer association of the district. All such appointments are subject to the will of the Board of Commissioner's.

Mrs. Gallo said, I like it. Mr. Trascher said, they can appoint employees. The only thing is we have to be careful that we don't step on Civil Service's toes with a committee appointment and I think by putting this in there it gives us the right to do it, it's just, we got to watch it.

ARTICLE VIII

Section 1

These Bylaws should be reviewed at least annually and adopted at the January meeting. They may be altered or amended or repealed at any time by the affirmative vote of a majority of the Commissioners present at any regular or special meeting of the Board called for that purpose or by affirmative vote of a majority of the Board of Commissioner's at any regular or special meeting of the Board.

Mr. Trascher said, I did have a problem with that because any changes to these bylaws, and I think I discussed that with you before, should be introduced, held over for public comment and voted on at the next meeting and I think they have to be approved by the legal council before they are formally adopted. So, I'm not saying it's going to happen, but if you had a Board that came in, called a special meeting, the Bylaws could be changed that night with this Section. Mrs. Gallo said, so do we have to put a question mark here and potentially add verbiage that states, should these Bylaws be altered, amended or repealed... Mr. Trascher said, the procedure would be to introduce, allow 30 days for review and adopted subject to approval by legal council at the next meeting. In other words, we can introduce, send it to the DA's office to review and then hold it over for public comment. At the next meeting Mr. Swann said, should Bylaws be subject to public comment? Mr. Trascher said, I think, they are paid for by the taxpayers so yeah, I would not have a problem with the public reviewing them. I think anything we do should be transparent. Mrs. Gallo said, yeah, I don't disagree. Mr. Trascher said, so, I just think that sets forth a procedure that allows us to renew them, it's in an orderly fashion and the public can't say we called a special meeting to change the Bylaws to get \$200 a meeting commission. With that said, I will defer to any other comments. Mr. Thanars said, so, at least annually and adopted at the January meeting and altered or

amended, you are saying with legal... Mr. Trascher said, and we really shouldn't have to adopt them every January. They could be reviewed and they never have to be voted on again because they are going to be in place. If there is revisions that need to be made, we should have those revisions, introduce them at a regular meeting, forward them to the District Attorney's office for approval and hold them for thirty days, available for the public to view. Nobody is going to come to the firehouse and ask to see them, I don't think. But, then at the next regular meeting... Mrs. Gallo said, well they haven't since 1997, we know that. Mr. Trascher said, there you go, so I don't think it's a problem. I'm sorry, let me correct you, 1977 was the last set. Mr. Thanars said, so what I did was, these Bylaws should be reviewed at least annually. They may be altered, amended or repealed after legal review and up on the affirmative vote of a majority. Because, you still have to vote the changes. Mr. Trascher said, yes, but be introduced at one meeting and then sent off for legal review and can act on them at the next regular meeting. That gives everybody, every commissioner a month to review them, to chew on it, so we don't have to sit here and do this again. Mrs. Gallo said, well that statement goes back to what we talked about earlier. Do we have to state that we want to make a recommendations to change, table it, send it off to the DA's office or can we simply state that we are going to alter, amend or repeal only after legal review and upon affirmative vote of a majority of the Commissioner's? Mr. Trascher said, well the affirmative vote, it doesn't say it's going to have that 30 day layover. They should be introduced. Mrs. Gallo said, but it does say after legal review, which we know is not going to happen in two days. Mr. Trascher said, yeah, it's going to take 30 days. We shouldn't vote, I just want to make it abundantly clear for the future, that in order to amend these, this is the procedure. You introduce the at a Board meeting, they are going to be introduced. Once they are introduced at a Board meeting, it's going to be recorded in the minutes. Then, it's sent to the DA's office and every Board member has a month to look at it and at the next meeting, when it comes back, if the DA's office has approved it, and nobody, if anybody has any strenuous objections, it should be done at meeting for introduction and affirmative vote would change them. I think it gives the public a clear perception that we're not attempting to do anything behind their back. Mrs. Gallo said, introduced at a Board meeting, reviewed by proper legal authority and I put in parenthesis DA's office, open for public comment... Mr. Trascher said, for that 30 day period. Mrs. Gallo said, open for public comment. Mr. Trascher said, and adopted at the next meeting or you could say by affirmative vote. Mrs. Gallo said, and adopted by affirmative vote. Because, we have no guarantee that the DA's office would review these in 30 days. Mr. Trascher said, right, but at least we have a clear, transparent way that everybody can see it. Mrs. Gallo asked, you got that? Mr. Thanars said, most of it, the thirty day (inaudible). I will get it after, we can go. Mr. Trascher asked, go on? Mr. Thanars said, yes.

Section 2

Changes of law or regulations may require or cause changes to these Bylaws at any time. In those cases, changes or modifications to the Bylaws should be made immediately and formally adopted by the Board of Commissioners as applicable.

Mr. Trascher said, if you want to consider "applicable" the procedure we outlined, I don't have a problem with it. Mrs. Gallo said, "as applicable under the above named process. Mr. Trascher said, under Board procedure, yes. This is what you have been wanting to hear.

We, the Board of Commissioners of St. Tammany Fire Protection District No. 11, certify the above and foregoing to be a true and correct copy of the Bylaws adopted at a meeting of the Board of Commissioner's of said district, duly and legally called, convened and held in Pearl River, Louisiana on June 21, 2016, whereat a quorum of Commissioners were present.

Mrs. Gallo said, Jackelyn Gallo. Mr. Swann said, I'm gonna tell you, you did an excellent job. That was a big undertaking...Mrs. Gallo said, yes sir, you did. Mr. Trascher said, I would like to thank you. Mrs. Gallo said, this was awesome Don, they are all formal and I am going to be the one to smack you on the back and say, that a boy! Mr. Thanars said, I am going to clean this up and I am going to send it out to you and have them all, by this time tomorrow you will have them. Just look at them and make sure, I mean, I think I got most all the changes, but if you find something. Mr. Trascher said, if you get them in a reasonable, I will bring them up to the District Attorney's office because they have asked for some other material and if I have to bring it, I can bring it and specifically ask them. If you rather me send it email or you want to send it email, we would have a paper trail. Mrs. Gallo said, that would be good. Mr. Swann asked, are you ready for the next project now? Mr. Thanars said, yeah. I will get this done, it will be done by tomorrow. Mr. Trascher said, I think you can see how, by having input or a committee we can all work through our differences with that. Mr. Thanars said, oh yeah. Mr. Trascher asked, any thing else anybody wanted to discuss? Mrs. Gallo said, yes a motion to adjourn. Mr. Trascher said, I so move. Mrs. Gallo said, second. Mrs. Blackwell said, motion carried.