

California Tahoe Emergency Services Operations Authority Bylaws

Article 1: Name and Address

1.1 California Tahoe Emergency Services Operations Authority, aka CTESOA or Cal/Tahoe JPA.

1.2 PO Box 8917 South Lake Tahoe, CA 96158

Article 2: Organization/ Purpose

2.1 CTESOA was formed in 2001 as Joint Powers Authority for the purpose of providing ambulance services under contract with El Dorado County, CA for the CSA #3 region with the goal of providing high quality emergency medical care with dignity and compassion.

2.2 CTESOA is made up and supported by three member agencies: The City of South Lake Tahoe Fire Department, the Fallen Leaf Lake Community Service District Fire Department, and the Lake Valley Fire Protection District (collectively, the “Member Agencies”). CTESOA also retains its own employees for the purpose of providing emergency medical services.

2.3 CTESOA provides emergency ambulance response for 911 calls within its service area and within neighboring agencies jurisdictions as part of a mutual aid program

2.4 CTESOA provides Inter-Facility transports of medical patients between medical facilities.

2.5 CTESOA provides these medical services under the direction of the El Dorado County Emergency Medical Services Agency’s (“EMSA”s) policies and procedures. CTESOA also works within defined California State Public Health and EMS laws.

Article 3: Organizational / Governing Structure

3.1 The CTESOA Board of Directors shall consist of two (2) elected representatives from the City of South Lake Tahoe Fire Department, two (2) elected representatives of the Lake Valley Fire Protection District, and one elected representative of the Fallen Leaf Community Service District Fire Department. Each Member Agency shall appoint an alternate to serve in the absence of their appointed members. Each Member Agency shall notify the EMS JPA of this appointment in writing. Each alternate shall have the authority to attend the meetings of the Board, but shall not participate or vote unless an appointed representative is absent. The Board member and alternate positions shall be a non-compensated position from CTESOA

3.2 An Executive Director or designee shall be selected by the Board and will be responsible to the Board of Directors and charged to oversee CTESOA operations and

make recommendations to the Board of Directors. The Director will work with the Fire Chiefs to develop operational plans and assist in their implementation as needed. The Director will also interface with El Dorado County EMSA on operational and business matters with the County. This will include attending Medical Advisory Committee (“MAC”) meetings and other meetings required to perform the duties as the Executive Director. The Executive Director may also be elected by the Board of Directors to serve as Secretary and/or Treasurer.

Article 4: Governing Documents

4.1 The Bylaws shall define the purpose of CTESOA and the structure for procedural and organization activity. There shall be a complete review of the by-laws every 3 three years by the Board.

4.2 CTESOA shall abide by its contract with El Dorado County for providing EMS operations within the CSA #3 service area. During the contract period either CTESOA or the County may propose amendments to the current contract pending acceptance by the other party.

4.3 Medical personnel operating as part of the CTESOA will be governed by El Dorado County and California State EMS medical policies.

4.4 Personnel of the member agencies will be governed by policies set forth by that agency. Disciplinary actions for personnel of the member agencies will only be conducted by the member agency or El Dorado County EMSA. Neither the CTESOA Board of Directors nor the Executive Director has any disciplinary authority of member agency personnel.

4.5 Personnel of CTESOA will be governed by the policies and procedures set forth by CTESOA. The CTESOA Board of Directors, Executive Director or designee has disciplinary authority of CTESOA personnel.

Article 5: Board of Directors

5.1 The City Council for South Lake Tahoe will elect 2 of its members to sit as board members on the CTESOA Board of Directors.

5.2 The Lake Valley Fire Protection District will elect 2 members of its Board of Directors to sit as board members on the CTESOA Board of Directors.

5.3. The Fallen Leaf Lake Community Service District Fire Department will elect one of its members to sit as a board member on the CTESOA Board of Directors.

5.4 Vacancies occurring on the CTESOA Board of Directors may be filled at the discretion of the member agency.

5.5 Each year at its 1st calendar year meeting, the Board of Directors shall elect a Chairperson, Vice-Chairperson, Secretary and Treasurer for a term lasting until his or her successor shall be elected and shall assume the respective office.

5.6 Officers

- A. The Chairperson shall preside over all regular and special meetings of the Board. S/he shall conduct all meetings in accordance with the current edition of Robert's Rules of Order.
- B. The Vice-Chairperson shall perform the duties of the Chairperson in the latter's absence. In the event of a vacancy in the office of Chairperson, the Vice chairperson will become Chairperson and a new vice Chairperson will be elected upon one or more nominations presented by the Board of Directors.
- C. The Secretary shall be responsible for overseeing the maintenance of records for the Board of Directors actions, including the taking of minutes at all Board of Directors meetings, sending out Board of Directors meeting announcements, distributing copies of minutes to each Director, and assuring that corporate records are maintained. The Executive Director may be appointed to fill this position by the Board of Directors.
- D. The Treasurer's duties shall include, but not be limited to, the following: maintain an accurate account of all receipts; pay all bills in a timely manner; provide a summary accounts to the members during business meetings; and submit financial records to the appropriate firms, agencies or others to comply with any legal, tax or reporting requirements; and provide quarterly reports and updates to the Board of Directors during business meetings. The Executive Director may be appointed by the Board of Directors to fill this position.

5.7 Voting. Each member as defined in Article II, Section 1 of these Bylaws shall have one (1) vote and shall not have the right to accumulate votes. A majority vote shall be required for the adoption of a resolution or ordinance or for any other action, unless otherwise provided by Board bylaws or policies.

Article 6: Meetings

6.1 The Board shall hold at least one regular meeting each year, and shall provide for additional regular, adjourned regular and special meetings, as necessary. Emergency and special business meetings may be called at any time subject to the rules and limitations regarding such meetings as set forth in the Brown Act.

6.2 All meetings of the Board shall be open to the public. Notices of regularly scheduled meetings shall be posted by the Executive Director and/or Secretary in a location fully

accessible to the public at least seventy two (72) hours before the meeting pursuant to the Brown Act.

6.3 Meeting agendas for all scheduled meetings shall be transmitted in advance in writing to all Board members and other interested persons who have submitted a request in writing. There shall be a notation(s) on the agenda allowing for public comment as required by law.

6.4 Business meetings shall be conducted by Robert's Rules of Order unless otherwise agreed to by the majority of the members present.

6.5 The presence of a majority of the seated Board of Directors shall constitute a quorum.

6.6 If there is no quorum at the designated time of the meeting, a formal meeting of the Board will not be conducted.

6.7 There shall be minutes completed by the Secretary for all Board meetings. Copies will be distributed to Board members prior to the next meeting for review

Article 7: Contracts

7.1 The Board of Directors may authorize any officer or officers, agent or agents of CTESOA, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or may be confined to specific instances.

7.2 Procedures for awarding public works projects shall be determined consistent with the procedures and statutory requirements described by Public Contract Code section 22030, *et seq.*, as follows:

A. Public projects of \$60,000 or less may be performed by CTESOA employees by force account, negotiated contract, or purchase order.

B. Contracts for public projects of \$200,000 or less may be awarded through the following informal procedures:

1. The Executive Director or designee shall maintain a list of qualified contractors, identified according to categories of work.
2. The Executive Director or designee shall prepare a notice inviting informal bids which describes the project in general terms, explains how to obtain more information about the project, and states the time and place for submission of bids. The notice shall be disseminated by mail, fax, or email to one or both of the following:

a. To all contractors on CTESOA's list for the category of work being bid, unless the product or service is proprietary, at least 10 calendar days before bids are due.

b. To all construction trade journals identified pursuant to Public Contract Code section 22036

3. CTESOA shall review the informal bids and award the contract, except that:

a. If the bids received through the informal process are in excess of \$200,000 the contract may be awarded to the lowest responsible bidder, provided that the Board adopts a resolution with a four-fifths vote to award the contract at \$212,500 or less and the Board determines CTESOA's cost estimate was reasonable

b. If no bids are received through the informal bid procedure, the project may be performed by CTESOA employees by force account,

C. Public projects of more than \$200,000 shall, except as otherwise provided by law, be subject to formal bidding procedures, as follows:

1. Notice inviting formal bids shall state the time and place for receiving and opening sealed bids and distinctly describe the project. The notice shall be disseminated in both of the following ways:

a. Through publication in a newspaper of general circulation in the CTESOA's jurisdiction or, if there is no such newspaper, then by posting the notice in at least three places designated by the CTESOA as places for posting its notices. Such notice shall be published at least 14 calendar days before the date that bids will be opened.

b. By mail and electronically, if available, by either fax or email, to all construction trade journals identified pursuant to Public Contract Code section 22036. Such notice shall be sent at least 15 calendar days before the date that bids will be opened. In addition to notice required above, the CTESOA may give such other notice as it deems proper.

2. CTESOA shall award the contract as follows:

a. The contract shall be awarded to the lowest responsible bidder. If two or more bids are the same and the lowest, CTESOA may accept the one it chooses

b. At its discretion, CTESOA may reject all bids presented and declare that the project can be more economically performed by CTESOA employees, provided that CTESOA notifies an apparent low bidder, in writing, of CTESOA's intention to reject the bid. Such notice shall be mailed at least two business days prior to the hearing at which CTESOA intends to reject the bid.

c. If no bids are received through the formal bid procedure, the project may be performed by CTESOA employees by force account or negotiated contract.

In cases of emergency when repair or replacements are necessary, the Board may proceed at once to replace or repair a facility without adopting plans, specifications, strain sheets, or working details, or giving notice for bids to let contracts, in accordance with the contracting procedures in Public Contract Code section 22050. The work may be done by day labor under the direction of the Board and/or contractor.

Article 8: Conflict of interest

8.1 The Board has the obligation to act for the public good in all actions and through the voting process. Such actions should be for the public good and not motivated for private gain. Potential conflicts of interest are to be declared prior to any action. Action on a matter, which may be or could be perceived to be motivated for private interests, shall constitute a conflict of interest.

8.2 Members shall not vote on any issue or question in which that member has direct personal or pecuniary interest. Where a member may have the slightest uncertainty as to whether a conflict of interest exists, full disclosure of the matter should be made to the Board of Directors and the Board will render a determination by affirmative vote.

8.3 At the beginning of each fiscal year or upon appointment of a new Board member they are to complete and submit a Statement of Economic Interests (Form 700) to the Executive Director.

Article 9: Books and Records

9.1 CTESOA shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors. Duplicates of all records will be kept by the accountant for CTESOA.

9.2 All books and records of CTESOA may be inspected by any member of the Board or public for any proper purpose at any reasonable time. Request for copies of records may be charged for printing and preparation cost to the extent permitted by law.

Article 10: Fiscal Year

10.1 The CTESOA fiscal year shall be from July 1st through June 30th of the next calendar year. A preliminary budget will be presented to the Board on or before June 15th for review and adoption. A final budget will be presented to the Board on or before October 30th for review and adoption.

Article 11: Financials

11.1 No part of the net earnings of the CTESOA shall inure to the benefit of, or be distributed to its members, trustees, officers, directors or other private persons, except to pay reasonable compensation for services rendered.

11.2 All funds of CTESOA shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories approved by the Board of Directors as recommended. The Board of Directors may select such institutions based upon recommendations by the CTESOA accountant.

11.3 All checks for the payment of money, notes or other evidences of indebtedness issued in the name of CTESOA shall be signed by such officers of the organization as appointed by the Board and set forth in a resolution of the Board.

Article 12: Amendments

12.1 These Bylaws may be amended as deemed necessary by a majority vote of the representatives then appointed. Proposed amendments must be posted at least seventy-two (72) hours prior to a scheduled meeting of the Board of Directors. In the event of a special meeting, amendments will be posted twenty-four (24) hours prior to the meeting in accordance with the Brown Act.

Article 13: Liabilities

13.1 Nothing herein shall constitute members of the CTESOA Board of Directors as partners for any purpose. No member, officer, or agent shall be liable for the acts or failures of any other member, officer or agent of CTESOA.

In Witness Whereof, these parties hereto have executed these BYLAWS of the California Tahoe Emergency Services Operations Authority, aka CTESOA or Cal/Tahoe JPA On the day and year first written below

Robert Bettencourt, Chairperson

Date

CTESOA Board of Directors

Brooke Laine, Director CTESOA

Date

Thomas Bacchetti, Director CTESOA

Date

Tom Davis, Vice-Chairperson Director CTESOA

Date

Ryan Wagoner, Executive Director and
CTESOA Board Secretary

Date