

EXHIBIT A
(WITH TRACKED CHANGES)

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BYLAWS OF THE
NAPA COUNTY FIRE SERVICES ADVISORY COMMITTEE

(Effective _____, 2025)

I. PURPOSE AND FUNCTIONS

- A. Purpose.** On June 11, 2013, the Napa County Board of Supervisors ("Board") adopted Resolution No. 2013-67 forming the Napa County Fire Services Advisory Committee ("FSAC"). The purpose of FSAC is to advise the Napa County Fire Chief and the Board on issues pertaining to the Napa County Fire Department.
- B. Functions.** FSAC shall perform the following functions:
1. Review and provide guidance on operational policies and procedures, including but not limited to: training plans, operational budgets, equipment replacement plan and fleet management, and long term department goals and objectives.
 2. Act in an advisory capacity to the County Fire Chief and the Board on all matters related to the fire department as directed and requested by the Board from time to time.

II. MEMBERSHIP AND APPOINTMENT

- A. Membership.** FSAC shall consist of ten (10) members as follows:
1. Voting Members:
 - Three (3) of the members shall represent the volunteer firefighters ("Volunteer Firefighters").
 - One (1) of the members shall represent the Napa County community ("Public Members").
 - Three (3) of the members shall represent Cal-Fire/Napa County Fire Contract Employees ("Fire Contract Members").
 2. Non-Voting Ex Officio Members:
 - One (1) member shall represent the Napa County Executive Office.
 - One (1) member shall represent the Napa County Fire Chief.
 - One (1) member shall represent the Napa County Risk Management.
- B. Volunteer Firefighter Members and Alternates.** The Volunteer Firefighter Member must be a person that is a registered, active volunteer firefighter with the

Napa County Fire Department. The Board shall appoint the Volunteer Firefighter Members and two (2) alternate Volunteer Firefighter Members (who shall serve in place of the member(s) when absent). The term of appointment is two (2) years.

- C. **Public Member and Alternate.** The Public Member must be a person with community ties to Napa County and an interest in fire services. The Public Member and Alternate Public Member may not be Volunteer Firefighters with Napa County. The Board shall appoint the Public Member and one (1) alternate Public Member (who shall serve in place of the member when absent). The term of appointment is two (2) years.
- D. **Fire Contract Members, Ex Officio Members, and Alternates.** Cal-Fire/Napa County Fire Department shall appoint its representative members and two (2) alternates (who shall serve in place of the member(s) when absent). Each Ex Officio entity shall appoint its representative member and one (1) alternate (who shall serve in place of the member when absent). Each member shall serve a minimum of one (1) year unless the member agency authorizes additional committee participation or replaces the member.
- E. **Board of Supervisors Liaison.** The Board of Supervisors may appoint a liaison to FSAC. The Board Liaison member shall be available on an as-needed basis and their position is not used in the calculation for quorum.
- F. **Compensation.** All members shall serve without compensation or reimbursement for expenses from Napa County.
- G. **Attendance.** FSAC Members shall attend all meetings of FSAC and meetings of subcommittees to which they are assigned. When a member is unable to attend, it is the member's responsibility to contact and arrange for their alternate to attend and act in their place. If the Public Member or the Volunteer Firefighter Members are unable to contact the alternate member, the County Fire Chief may attempt to arrange for an alternate member to attend.
- H. **Excused Absences.** If any Member is unable to attend regular meetings of FSAC for reasons beyond that Member's control, the absence shall be considered excused as long as the Secretary of FSAC is notified in advance of the reason for the absence.
- I. **Effect of Absences.** Any Public Member having more than three (3) unexcused or excused absences from regular meetings of FSAC shall be deemed to have resigned the Public Member's appointment upon written notification of such fact by the FSAC Secretary. If more than three (3) meetings of FSAC are not attended by a Member other than a Public Member (or that member's alternate) without excuse, the FSAC Secretary shall prepare an agenda item for the Board to consider whether to continue that Member's participation on FSAC.

- J. **Resignation:** Resignation by any Member shall not be effective until submitted in writing to the Secretary, unless the Secretary has been otherwise informed that the Member has resigned due to death, incapacitation, or because the Member no longer qualifies to serve.

III. OFFICERS

- A. **Officers of FSAC.** The officers of FSAC shall be a Chair, First Vice-Chair, Second Vice-Chair, and Secretary.
- B. **Time of Election.** At its first meeting and thereafter annually in January of each year, FSAC Members shall elect the Chair, First Vice-Chair, and Second Vice-Chair from among the FSAC Members then sitting who are not alternate Members. For purposes of these Bylaws, the terms "Chair" and "Vice-Chair" shall have the same meaning as, and may be used interchangeably with, the terms "Chair" and "Chairperson" and the terms "Vice-Chair" and "Vice-Chairperson." The Secretary shall be a non-FSAC Member who is a Napa County employee and designated in writing from time to time by the Napa County Fire Chief to serve in that capacity.
- C. **Term.** The elected officers shall be nominated and elected at the initial meeting of FSAC, shall begin their terms of office immediately upon election, and shall serve through the end of the calendar year. Thereafter, the elected officers shall be nominated and elected at the last meeting of FSAC each calendar year, they shall take office and begin their terms at the beginning of the succeeding calendar year, and they shall serve until the end of the calendar year or until their successors are elected, whichever is later. The Vice-Chairperson for the previous year shall be elected as Chairperson unless he or she is no longer on the Committee or declines to serve. The Chairperson and Vice-Chairperson shall not serve consecutive terms in the same office.
- D. **Vacancies.** If the office of Chair or any of the Vice-Chairs becomes vacant during the term, the next highest officer shall assume the vacant position and a replacement officer shall be elected for the remainder of the terms. If the offices of Chair and of both of the Vice-Chairs become vacant simultaneously during their terms, the Secretary shall call the meeting to order and call as the first item of business the election of new officers to fulfill the remainder of the terms of the officers. If the Chair and both of the Vice-Chairs have not resigned but are unable to attend a particular meeting, the Secretary shall call that meeting to order and call as the first item of business the election of a temporary Chair to preside only over that meeting. The temporary Chair so elected may be an alternate FSAC Member only if no FSAC Members other than alternates are present.
- E. **Duties of the Chair and Vice-Chairs.** The Chair, the First Vice-Chair in the absence of the Chair, and the Second Vice-Chair in the absence of both the Chair and First Vice-Chair, shall act as the presiding officer of FSAC. The presiding

officer shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds (2/3) vote of those FSAC Members present, represent FSAC in all public matters except where otherwise designated by vote of the FSAC Members, and perform such other duties as are required by these Bylaws, by state or federal law, or other County policy adopted by the Board. The presiding officer shall have all the rights and duties enjoyed by any other member of FSAC, including the right to make and second motions.

IV. SUBCOMMITTEES

- A. **Ad Hoc Subcommittees.** FSAC hereby authorizes the creation of ad hoc subcommittees on special subjects from time to time so that FSAC Members having the necessary expertise to conduct reviews within the authorized functions of FSAC may investigate, observe, review, or otherwise study and report back their observations and conclusions to the full FSAC for possible further action. When creating such ad hoc committees, FSAC shall specify the subject to be investigated and time to report, and shall appoint those FSAC Members who will serve on the ad hoc subcommittee. The number of members appointed to any particular ad hoc committee shall be less than the number of members required to constitute a quorum of the full FSAC. Upon presentation of its report to the full FSAC, such ad hoc subcommittee shall cease to exist. Ad hoc subcommittees created pursuant to this subsection shall not be subject to the Brown Act (Government Code section 54950 and following).

V. MEETINGS

- A. **Date, Time, and Location of Regular Meetings.** Regular meetings of FSAC shall be held twelve (12) times each year at the Napa County fire Department Headquarters, 951 California County Administration Building, 1195 Third Street, Napa, California. Regular meetings of FSAC shall commence at 6:00 p.m. on the second Wednesday of the month and continue until all agenda business is concluded unless adjourned earlier on motion of FSAC for any reason or by the Chair or Secretary for lack of a quorum. At the last regular meeting of FSAC each calendar year, FSAC shall adopt a schedule showing the dates, times, and locations for the regular meetings during the following calendar year.
- B. **Special Meetings.** Special meetings of FSAC shall be called in conformance with the provisions of the Brown Act for special meetings.
- C. **Emergency Meetings.** Emergency meetings of FSAC shall be called in conformance with the provisions of the Brown Act for emergency meetings.
- D. **Meeting Cancellation.** Notwithstanding the foregoing, any regular, special, or emergency meeting of FSAC may be canceled by majority vote of FSAC or, for lack of business or a quorum, by the Chair or Secretary.

- E. **Agendas.** The Secretary shall prepare, post, and otherwise give notice of the agenda for each meeting of FSAC in accordance with the requirements of the Brown Act. No matter may be considered or acted upon unless it is included on the posted agenda or a supplemental agenda. If not so included, questions or comments regarding the item shall be limited to the scope permitted for "public comment" under the Brown Act. Supplemental agendas will be prepared and considered by FSAC only under the following conditions:

1. **Emergencies.** Upon a determination by FSAC that an emergency situation exists, as defined in Section 54956.6 of the Government Code section 54956.6.
2. **Need Arising After Posting.** Upon determination by a minimum of four (4) voting FSAC Members present that there is a need to take immediate action and the need to take action came to the attention of FSAC or the staff to FSAC, subsequent to the regular agenda being posted.
3. **Recently Continued Item.** The item was properly posted for a prior meeting of FSAC occurring not more than five (5) calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

VI. VOTING AND QUORUM

- A. **Quorum.** A quorum for the transaction of business shall exist only as long as six (6) of the total FSAC Members (or their designated alternates) are present. Further, to approve or vote on an action item, four (4) of the seven (7) voting members, or their alternates, must be present.
- B. **Roll Call Vote.** A roll call vote may be required for voting upon any motion of FSAC, at the discretion of the presiding officer.
- C. **Inaudible Votes.** Any FSAC Member (or alternate serving in place of an Entity Member) present who does not vote in an audible voice shall be recorded as voting "aye." A member may abstain from voting only if the member has sought recusal from participating due to a conflict of interest under Government Code section 87100 and following, in which case the member shall not be present in the meeting room during the discussion and action on the item.
- D. **Number of Votes Required for Action.** No action or recommendation of FSAC shall be valid and binding unless a quorum is present and the action is approved by at least a majority of the voting FSAC Members (or designated alternates serving as voting FSAC Members) actually present at the meeting. Each sitting member shall have one (1) vote. No votes may be cast by proxy.

- E. **Voting Affected by Conflict of Interest.** As a general rule, no FSAC Member (or designated alternate serving as an FSAC Member) shall participate as an FSAC Member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved because conflicts of interest exist that prevent sitting members having such conflicts from discussing or voting on the matter, and the conflicts are such that an insufficient number of non-conflicted members will be available to vote at a later date even if the matter is continued, then the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for FSAC to form a quorum and take action.
- F. **Motion to Reconsider.** FSAC may reconsider a matter during the meeting at which the vote was taken, provided all members who were present when the matter was discussed and voted upon are still present and provided further that the motion to reconsider is made by a member who voted with the prevailing side. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on the agenda for reconsideration by FSAC upon motion of any member at any later meeting. When FSAC approves a motion for reconsideration, FSAC may, in its discretion, reconsider the matter immediately or at a later date.

VII. CONDUCT OF MEETINGS

- A. **Parliamentary Procedure.** Unless otherwise provided by these Bylaws or required by law, all proceedings before FSAC shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in Robert's Rules of Order, 12th edition, "Sturgis Standard Code of Parliamentary Procedure, 4th edition" or the most current published and available edition of such work.
- B. **Order of Business.** The regular order of business of FSAC shall be:
1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on items not on the agenda.
 4. Consideration and action on Agenda Items.
 5. Adjournment.
- C. **Recording of Meetings.** Any meeting of FSAC, other than a closed session permitted under the Brown Act, may be recorded by any person, unless FSAC determines that such recording could constitute a disruption of the proceedings.
- D. **Presentations to FSAC.** Any person desiring to address FSAC may be requested, when recognized by the presiding officer, to give their name and address to facilitate preparation of the minutes, although no persons shall be denied recognition or denied the opportunity to speak solely because they decline to state their names and addresses. In the interest of facilitating the business of

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FSAC, the presiding officer may set in advance of the presentation of public input reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the presiding officer determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.

- E. **Minutes and Recordation of FSAC Actions.** All official actions or decisions by FSAC shall be entered in the minute book of FSAC kept by the Secretary. The vote or votes of each member of FSAC on every question shall be recorded. Minutes of the proceedings shall be kept as action minutes. An electronic recording of the meeting shall also be maintained as a public record of the proceedings.

VIII. CHANGES TO BYLAWS

FSAC may recommend alteration, amendment, or repeal of these Bylaws or any portion thereof by a majority vote of the voting FSAC Members (or their sitting alternates) actually present at any meeting, as long as such action has been agendized in the manner required by the Brown Act. No such alteration, amendment, or repeal shall be effective unless and until the change has been approved by the Board of Supervisors.