



WESTERN COVENTRY FIRE DISTRICT

Phone (401) 397-7520, Fax (401) 397-1084, [www.wcfd.net](http://www.wcfd.net)

By-Laws and Charter Review Committee Meeting

Thursday, 3 October 2013, 7:00 p.m. at 1110 Victory Highway, Greene, RI 02827

MINUTES

Members Present

*Robert Hevey*

*Robert Mann*

*Mary Ellen Carlu*

*Robert Guastini*

*Steven Bousquette*

*Clerk, Cheryl Wilcox*

1. ***Call to order and attendance*** – Mr. Hevey called the meeting to order at 7:04 p.m.
2. ***Confirmation of required meeting posting and quorum*** – Mr. Hevey confirmed that there is a quorum present and the meeting has been posted in all of the required locations.
3. ***Old business***
  - a. ***Approval of 8-18-12 Minutes*** – Ms. Carlu states that she didn't make the motion to add a sentence to Section 6.6. The names should be switched to say that Mr. Mann made the motion and it was seconded by Ms. Carlu. A motion is made by Mr. Bousquette and seconded by Mr. Mann to accept the minutes of August 18, 2012 as amended. All voted aye. Motion carried.
4. ***New business***
  - a. ***Review of Taxpayer Comment Letter*** – The only item on the agenda is a letter from a taxpayer. Mr. Hevey sent Mr. Novak an email after the annual meeting because he had some concerns. Mr. Humble sent Mr. Novak a letter. The letter from Mr. Novak is a response to the email and partial response to Mr. Humble's letter. Mr. Novak makes a variety of points in the letter. Ms. Carlu does not want to tackle each item, because they have been tackled many other times. She is sure that the Committee has tackled every item to the point where the Bylaws Committee is quite happy. She states that if Mr. Novak would like to join a new Bylaws Committee, he is more than welcomed. Mr. Hevey says that Mr. Novak was invited but said he had another commitment so he is not here. Ms. Carlu says that he could have come at any time to speak at a committee meeting. She says that they are all wonderful questions, and he can read the Bylaws and have his opinions, but the Bylaws were voted on and approved. Mr. Hevey says that there are a couple of his questions that the committee may want to address. Mr. Mann asks if Attorney Harsch had a reply to this letter. Mr. Hevey says that he has been silent on this.

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Mr. Hevey says that some of his questions are beyond the pervue of this committee such as item #1 that talks about an action that was done against the previous Bylaws and the only pervue would be for us to put those kind of words back in. Does anyone have an opinion?

Ms. Carlu We were charged by the Board of Directors a year and a half ago, prior to any of this, and all of the wording that needed to be in the bylaws was sent to the lawyer, sent to the BOD twice, came back twice, and we did all of the revisions that were recommended. And one person says you should have put this in to tell us why you did it. It's an irrelevant point. We were charged to do it. We did it. It has been accepted and approved and these are now the official bylaws. Going back and reiterating over and over and over again could take three and a half more years to complete. It's a valid wonderful taxpayer who came forward and wrote all of this. He can come back next time and be a member and talk about it for two and a half years. Making us change something that has been voted on, approved, legally approved, sent to the State and is now the working document of this document. This letter we can put in the file and when the next Charter Committee comes, ask him if he wants to serve on it.

Mr. Bousquette When I read it, it seems like he was more upset that he wanted all of the Bylaws changes to be expressed during the annual budget meeting. That's not possible.

Ms. Carlu There isn't any major horrible thing that needs to be changed. If he wants one of the Bylaws explained, he can come to a BOD meeting. It doesn't mean that it has to reflect what he wants it to say. The taxpayers heard it and the taxpayers are happy.

Mr. Bousquette One of his comments was to have two signers on a checking account. Most banks don't accept that.

Mr. Guastini says that Centerville does accept those accounts. Ms. Carlu asks if that is a requirement of our BOD. It runs just fine the way it is, it's a great idea, but it is unnecessary at this day and time.

Mr. Hevey says that there are a few valid points. He reads #22 that says right now the Chief shall be selected by the BOD. The new Charter talks of appointing the Chief. The Bylaws doesn't talk of the appointment. Ms. Carlu states that the BOD gets to do the appointing and selecting. They are instilled with that however they feel fit through their Charter.

Mr. Hevey says that the paragraph could simply be changed to say that the Chief shall be selected and appointed. Mr. Bousquette and Mr. Hevey discuss the words selected and appointed. Mr. Hevey says it is just an inconsistency in the Bylaws that could be fixed. Mr. Carlu says we looked at it and we liked it with just the one word. Mr. Hevey says we could file it for future revisions.

Mr. Mann asks if the BOD gave this committee clear direction. Did they say to review the letter or did they say address the questions. Mr. Hevey says there was no specific direction. Ms. Carlu says that our Bylaws should stand the way are with the BOD's making the final decision.

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A motion is made by Ms. Carlu that minutes of the Charter Review for this session has been met until there is another request by the BOD to open and start a new Bylaws revision committee, that we can end this meeting now. Mr. Hevey says that is what this is, another Charter Bylaws Committee, initially starting to address this letter. Mr. Bousquette thinks the committee should do due diligence and address the letter. Ms. Carlu thinks there is no immediate need to change anything at all.

Mr. Guastini You are right in one sense but I think you are wrong with another because the BOD has to live to the Bylaws. If the Bylaws says only selected, we did appoint the guy, so something has to change.

Mr. Mann The Board did appoint the Chief. The Board appointed the Chief prior to this new set of Bylaws. This set of Bylaws was only approved in April. The Chief was appointed in November of 2012. I think that the BOD said this needs to be address and sent it to the Bylaws Committee.

Ms. Carlu And we took a look at it, and as a Committee, do we have to have it go back before this and that, does it have to go to the State? Mr. Guastini says it has to go back to the district meeting.

Mr. Mann We can only make recommendations for changes, then it has to go back to the BOD, and then it gets voted on in April again.

Ms. Carlu thinks we should put an end to it. Mr. Mann feels if the BOD wanted to put an end to it, they wouldn't have sent it here.

Mr. Guastini I think the BOD is looking for more than just take a look at it. They are looking to make some concrete recommendations. If I were on this board I would go through each one of those and I would either say yes we are or no we're not going to do it. Not a blanket statement saying that we don't care about these things because we have enough problems with this individual and its costing us \$16,000-\$17,000 a year in legal fees. We have to at least listen to the guy and make some changes that make sense, if they make sense.

Ms. Carlu It is a wonderful opportunity to reread it. After having reread the Bylaws, if there is one word and you want to add that one word, appointed, that is fine but I don't think it's necessary. If the BOD selects the person, he is also approved by the BOD with their vote so the semantics of using one or two words in there is not necessary.

Mr. Guastini Their concern is that the two documents should be a mirror image of each other. If you are saying one thing in one document the other should say the same.

Ms. Carlu The lawyers have looked at this.

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Ms. Carlu makes a motion to have the BOD's write a nice letter to Mr. Novak and say Thank you for your concern, we have looked over them and we are going to make some recommendations to the future Bylaws Committee. Motion is not seconded. Motion does not carry.

Mr. Mann makes a motion to review the first 10 questions and make a recommendation to each one and adjourn at 9:00. If they go quickly, we will review more. Motion seconded by Ms. Carlu. All voted aye. Motion carried.

1. If it wasn't done at the meeting, that has nothing to do with this committee. Mr. Hevey asks if we should just state that no Charter/Bylaws are required for this item. Ms. Carlu says that the changes were posted; the Bylaws were printed, and were for any taxpayer to read prior to the meeting. They were put out as a public document prior to the meeting. The taxpayers voted on them. It does not need to be addressed. Mr. Mann thinks that Ms. Carlu has a point. Mr. Hevey says that they were printed and posted on the website both in redlined and final copy. Mr. Guastini says that he thinks in past practice the changes were always read. The changes were posted in multiple locations several weeks before the Annual Meeting for the public to review. Ms. Carlu says that the call of the meeting is the actual document that is put out. You don't have to read everything to make a call of a meeting. Mr. Bousquette feels that Mr. Novak is on a different track of what the call of the meeting is. The response would be exactly what the board did and hope that will satisfy it. Mr. Hevey asks if this board should be speaking for the BOD or should this board be looking at it to answer the Bylaw. He thinks the simplest thing might be to address if each one of these questions, if we see a need to change the Bylaws. Mr. Bousquette asks if it would be a benefit if it were written that each change needs to be read during the annual meeting. Ms. Carlu says that the Moderator is free to moderate the meeting. If he chooses not to read, that's his choice. The call of the meeting is what is legally out there as a document and what you are voting on. Do we have to change the Bylaws for #1? The committee says, no change required. All members vote aye.
2. No change needed. All members vote aye.
3. No change needed. All members vote aye.
4. Mr. Hevey's thought is that if someone is going to break a Bylaw and the penalty is in the Bylaws, than how can that penalty be enforced by the Bylaw? No change needed. All members vote aye.
5. Ms. Carlu feels it should be noted in the operation of the fire district which is from the BOD to the fire chief. There is discussion of the fiscal year. Mr. Hevey says the Bylaws says in section 10.3 says the Tax Collectors' records for the fiscal year close on the last day of February. Members feel that defines the fiscal year. No change needed. All members vote aye.

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6. Members agree that there was much discussion on this subject. No change needed. All members vote aye.
7. Mr. Hevey reads the new sentence and the sentence from the old Bylaws. Mr. Hevey says that this committee has the right to have a set of recommended changes forwarded to the BOD for consideration, and changing it back to the old way is a change. Members feel that Mr. Novak may be correct and it will be on file for the next Bylaws committee to take under consideration. A motion is made by Mr. Mann that a recommendation to the BOD for item #7 to go back to the old wording in the prior set of Bylaws. Motion is seconded by Mr. Bousquette. Ms. Carlu would like to make an amendment not to go back to the old wording, just to make them clearer because neither set is clear. Ms. Carlu, no; Mr. Mann, aye; Mr. Hevey, aye; Mr. Bousquette, aye.
8. No change needed. All members vote aye.
9. No change needed. All members vote aye.
10. Mr. Hevey proposes, 'after standard administrative procedures to include, but not be limited to'. Add the word be. Members feel that Mr. Novak may be correct and it will be on file for the next Bylaws committee to take under consideration.
11. Ms. Carlu says that the way a person votes is set by the BOD and the Moderator. Mr. Guastini says that the Moderator is going to go strictly by paper ballot in the future. No change needed. All members vote aye.
12. No change needed. All members vote aye.
13. No change needed. Mr. Mann abstains, all other members vote aye.
14. No change needed. All members vote aye.
15. No change needed. All members vote aye.
16. No change needed. All members vote aye. This is something that might be discussed by the BOD.
17. No change needed. All members vote aye. The Treasurer is bonded.
18. No change needed. All members vote aye.
19. The Treasurer selects the auditor. The Treasurer is elected by the taxpayers and should have the authority to hire the auditor. A motion is made by Mr. Mann that the BOD should

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review 9.13 of the Bylaws. Mr. Mann suggests that the Treasurer shall recommend three qualified auditors to the BOD. No change needed. All members vote aye.

20. No change needed. All members vote aye.

21. No change needed. All members vote aye.

22. Add, 'and appointed' to be consistent with the Charter at the next annual meeting.

23. No change needed. All members vote aye.

24. Section 6.8 addresses this question. No change needed. All members vote aye.

25. There is discussion of what a 'direct report' is. No change needed. All members vote aye.

26. No change needed. All members vote aye.

27. Recommend to BOD to change 'of' to 'with'.

28. SOP's are established by the Chief. No change needed. All members vote aye.

29. No change needed. All members vote aye.

**5. *Schedule next meeting*** – n/a

**6. *Open forum*** – n/a

**7. *Adjournment*** – a motion is made by Ms. Carlu and seconded by Mr. Mann to adjourn the meeting at 8:50 p.m. All voted aye. Motion carried.

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