

BEXAR COUNTY EMERGENCY SERVICES DISTRICTS ASSOCIATION

MEETING MINUTES DECEMBER 28, 2022

The Bexar County Emergency Services Districts Association conducted a meeting in the Bexar County Emergency Services District No. 2 Training Room located at 14515 Omicron Drive, San Antonio, TX 78245, to discuss the following:

1. **Call the Association of Emergency Services Districts of Bexar County to order.**
The meeting was called to order by Josh Brown.
2. **Pledge of Allegiance.**
The Pledge of Allegiance was recited.
3. **Deliberation, update, and/or action regarding the final membership status of each Bexar County Emergency Services District.**
It was determined that Bexar County ESD 2,4,5,10,11 & 12 decided to join the Association. Bexar County ESD 1 and 6 chose not to participate at this time. Bexar County ESD 3,7,8, and 9 were undecided. Those attending this meeting unanimously agreed that all ESDs present would have one vote for the remainder of the meeting. Therefore, ESD 2,3,4,5,6,7,8,10, and 12 would all each have one vote.
4. **Deliberation, update, and/or action regarding the Articles of Association of the Association of Emergency Services Districts of Bexar County to include naming.**
ESD10 motioned to change the name to Bexar County Emergency Services Districts Association. ESD8 second the motion. The motion carried with 9-Aye and 0-Ney.
ESD 10 motioned to change Article IV, Purposes and Powers, to include the encouragement of laws, remove the word prejudicial, and add for the best interest. The new structure of that sentence should read, "To oppose or encourage the enactment of laws, regulations, ordinances for the best interests of Emergency Services Districts in Bexar County...." ESD2 second the motion. The motion carried with 9-Aye and 0-Ney.
ESD 10 motioned to change the minimum number of members to three in Article VI and to remove the sentence "Until changed by the bylaws, the original number of directors shall be twelve." ESD8 second the motion. The motion carried with 9-Aye and 0-Ney.
ESD10 motioned to change Article VII to blend the Secretary and Treasurer positions. ESD2 second the motion. The motion carried with 9-Aye and 0-Ney.
ESD10 motioned to change the Organizers to those in the room voting. ESD5 second the motion. The motion carried with 9-Aye and 0-Ney.
ESD12 motioned to approve the Articles of Association as amended. ESD10 second the motion. The motion carried with 8-Aye and 0-Ney.
5. **Deliberation, update, and/or action regarding the By-Laws of the Association.**
ESD 10 motioned to change Article IV, Purposes and Powers, to include the encouragement of laws, remove the word prejudicial, and add for the best interest. The new structure of that sentence should read, "To oppose or encourage the enactment of laws, regulations, ordinances for the best interests of Emergency Services Districts in Bexar County...." ESD4 second the motion. The motion carried with 9-Aye and 0-Ney. ESD3 had to leave the meeting at 1:34 PM.

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ESD8 motioned to strike the word "wholly" in the first sentence of Article III, require an ESD to take Board action to select a primary representative and alternate to be appointed as a director of the Association and to add that all members are considered directors unless elected to an officer position. ESD4 second the motion. The motion carried with 8-Aye and 0-Ney.

ESD5 motioned to change the first year's fees to be due February 1, 2023, and on December 1 of every year beginning December 1, 2023, and to define a member in good standing as a member that has committed to joining the Association and has paid its dues on or before February 1, 2022. ESD7 second the motion. The motion carried with 8-Aye and 0-Ney.

ESD 8 motioned to change Article IV to reflect a quorum as a majority of the membership. ESD12 second the motion. The motion carried with 8-Aye and 0-Ney.

ESD12 motioned to change Article V to reflect election officers in the October meeting of each year. ESD5 second the motion. The motion carried with 8-Aye and 0-Ney.

ESD5 motioned to change the accounting year to end September 30 of each year in Article VI. ESD7 second the motion. The motion carried with 8-Aye and 0-Ney.

6. Deliberation, update, and/or action regarding adopting positions and elections of such positions.
This item was tabled and will be included in the next meeting.

7. Deliberation, update, and/or action regarding filing a local and federal tax identification number and sales tax exemption and any other matter related there to including but not limited to applying for tax exemption pursuant to IRC 501(c)(4) with the IRS.
This item was tabled and will be included in the next meeting.

8. Deliberation, update, and/or action regarding a Conflict of Interest Policy.
ESD7 motioned to accept the Conflict of Interest Policy as presented. ESD12 second the motion. The motion carried with 8-Aye and 0-Ney.

9. Deliberation, update, and/or action regarding a bank account for the Association.
ESD8 motioned to open an account with Frost Bank. ESD10 second the motion. The motion carried with 8-Aye and 0-Ney.

10. Deliberation, update, and/or action regarding a mailing address for the Association.
ESD8 motioned to use ESD2's address of 14515 Omicron Drive as the mailing address of the Association, pending the approval of ESD2. ESD5 second the motion. The motion carried with 8-Aye and 0-Ney.

11. Deliberation, update, and/or action regarding hiring an administrator for the Association.
ESD7 motioned to accept the proposal from Josh Brown to administration services as presented. ESD12 second the motion. The motion carried with 8-Aye and 0-Ney.
ESD10 motioned to purchase Quickbooks online for financial reporting and to reimburse ESD2 for the purchase if willing to buy upfront. ESD4 second the motion. The motion carried with 8-Aye and 0-Ney.

12. Deliberation, update, and/or action regarding hiring a government affairs contractor to represent the Association.
ESD10 motioned to accept the proposals from R4 Strategies and The Martinez de Vara Law Firm and to retain both firms for government affairs services at the proposed rates pending their contract changes to reflect a 6-month term and the Association's ability to cancel the contract at will without penalty. ESD7 second the motion. The motion carried with 8-Aye and 0-Ney.

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- 13. Deliberation, update, and/or action regarding hiring an attorney to represent the Association.**
ESD10 motioned to accept the proposal from Sanchez and Wilson as presented and retain Sanchez and Wilson, PLLC as the legal counsel for the Association
- 14. Determine the next meeting's date, time, and agenda items.**
Insurance Coverage and Budget are to be added to the next agenda to be held on January 12, 2023, at noon at ESD7 Station 115.
- 15. Adjourn.**
The meeting adjourned at 3:30 PM.

ATTEST:



Signature

KEVIN CLARKSON President 01/12/23
Printed Name & Title Date



Signature

DAVID C HARRIS, Secretary 12 Jan 23
Printed Name & Title Date