

**MENDOCINO COAST RECREATION AND PARK DISTRICT  
BYLAWS**

FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY STATUTE,  
OF THE MENDOCINO COAST RECREATION & PARK DISTRICT,  
COUNTY OF MENDOCINO, STATE OF CALIFORNIA

Adopted: March 19, 1974 Resolution 74-2  
Revised: February 19, 2014 Resolution 14-022013



**ARTICLE 1 - NAME**

The name of this organization shall be the Mendocino Coast Recreation and Park District. The District is a political subdivision of the State of California which is established under the provisions of the Public Resources Code (Sections 5780 et seq.). This District is located in Mendocino County, State of California

**ARTICLE II -- MISSION AND PURPOSE OBJECTIVES**

The ~~mission-objectives~~ and general purpose of the Mendocino Coast Recreation and Park District shall be:

1. To provide opportunities on the Mendocino Coast that promote physical and mental well-being for everyone, through active play, community enrichment, programs and events.
2. ~~1. To provided and operate recreation and park areas, facilities~~  
~~and program~~ ~~of the residents within the District~~  
~~boundaries.~~
- 3.
4. ~~2. To acquire needed recreation and parks sites; to develop~~  
~~needed facilities and preserve open space as deemed~~  
~~necessary for use by the District residents in~~  
~~their~~
  - i. ~~pursuit of leisure~~ ~~services, recreational needs~~  
~~and~~
  - ii. ~~preservation of the environment.~~

5. ~~3.—To work and coordinate with other agencies —to support a healthy community by providing high quality parks and recreation services, with the purpose of maintaining and developing programs and facilities. Additionally, with the purpose of the preservation of open space and public access.~~
6. ~~To be actively involved in environmental planning and legislation at the County, regional, State or Federal level relative to the direct or indirect functions of the District.on those \_\_\_\_\_ matters which are intended for the betterment of leisure~~
7. ~~\_\_\_\_\_ services and preservation of open space and environment.To be actively involved in environmental planning on the \_\_\_\_\_ County, regional, State or Federal level which relates~~
8. ~~\_\_\_\_\_ directly or indirectly to the functions of the District.~~

~~4.— To participate in drafting, supporting or opposing \_\_\_\_\_ legislation which relates directly or indirectly to the \_\_\_\_\_ functions of the District.~~ STRIKE SECTION 4???


~~45.— To be actively involved in environmental planning on the County, regional, State or Federal level relative to the \_\_\_\_\_ direct or indirect functions of the District.To work and coordinate with other agencies on those \_\_\_\_\_ matters that are intended for the betterment of leisure \_\_\_\_\_ services and preservation of open space and environment.~~

### **ARTICLE III - MEETINGS**

#### Section 1 - Meetings.

All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting of the Board, except as otherwise provided in these bylaws.

#### Section 2 - Regular Meetings.

Regular meetings of the Board of Directors shall be held on the third Wednesday of each month at 5:30 p.m. Meetings shall be held at various locations within the District including the CV Starr Center, 300 South Lincoln Street, Fort Bragg, California 

Date, Time and Venue for Regular Meetings of the District Board of Directors will be determined for the upcoming calendar year at the regularly scheduled December Board meeting. Locations will be included in the schedule and on the posted agenda. Agendas will be posted at the MCROD office and on the MCRPD web site. Variations to the approved date, time and/or meeting venue for any regular meeting will be approved by Board action at a meeting prior to the scheduled regular meeting in which a change is made. ~~and the Mendocino Recreation and Community Center, 998 School Street, Mendocino, California.~~ If at any time any regular meeting falls on a holiday or school break, such regular meeting shall be held on the following Wednesday next business day at the same time and designated venueplace of all regular meetings.

Section 3 - Adjournment; Adjourned Meetings.

The Board of Directors may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum of members (Section 7) may so adjourn ~~adjourn from time to time.~~ —If all members are absent from any regular meeting, the Board Clerk or Secretary of the Board of Directors may declare the meeting adjourned to a stated time and place, and s/he shall cause written notice of the adjournment to be given in the same manner as provided in California Government Code Section 54596, for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular meeting was held, within 24 hours after the time of the adjournment.

Section 4 - Continuance.

Any hearing being held, or notice, or ordered to be held, by the Board of Directors, at any meeting may by order or noticed of continuance be continued or re-continued to any subsequent meeting of the Board of Directors in the same manner and to the same extent set forth in Section 3 for the adjournment of meetings; provided that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing, a copy of the order or notice of continuance of hearing shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 5 - Special Meetings.

A special meeting may be called at any time by the Chairperson of the Board of Directors, or by a majority of the members of the Board. ~~An email by delivering personally or by mail written notice will be sent to each member of the Board and to each local newspaper of general circulation, radio or television station, newspaper and any person requesting notice in writing. An agenda shall be posted at the MCRPD offices and on the MCRPD web site. Such notice must be delivered personally or by mail at least 24 hours before the time of such meeting as specified in the notice. The email call and posted agenda notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meeting. No other business shall be considered at such meetings. Such written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the Board Clerk or Secretary of the Board. A written waiver of notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.~~

Section 6 - Executive Sessions.

The Board of Directors may conduct an executive session during a regular or special meeting to consider the appointment, employment or dismissal of a public officer or employee or to hear complaints or charges brought against such officer or employee by another public officer, person or employee unless such officer or employee request a public hearing. The Board of Directors may exclude from any such public or private meeting, during the examination of witness, any or all other witnesses in the matter being investigated by the Board. The Board may conduct a closed session for any other issue permitted under California law. See Government Code Section 54954.5.

Section 7 - Quorum.

A majority of the number of Directors shall be necessary to constitute a quorum for the transaction of businesses, except to adjourn as provided. Every act or decision done or made by a majority of the Board of Directors shall be regarded as the act of the Board of Directors, unless a greater number be required by law.

Section 8 - Meeting Business.

The order of business at regular, adjourned or special meetings shall be established by the Chairperson of the Board. Any matter proposed for the agenda by a Director of the Board to the Chairperson shall be placed on the agenda prior to the posting of the agenda, or by Board action prior to the approval of the agenda at any meeting, with the exception of Special Board Meetings.a.

Section 9 - Parliamentary Procedure and Rules.

Meetings shall be governed by Robert's Rules of Order, Revised, where not in conflict with these bylaws. Notwithstanding any rule of parliamentary procedure, any officer of the Board of Directors shall have equal power with any member of said Board, and ~~may~~ take part in the discussion and vote thereon.

**ARTICLE IV - OFFICERS**

Section 1 - Officers.

The officers of the Board of Directors shall be Chairperson, Vice-chairperson, and Secretary. ~~and Treasurer.~~

Section 2 - Chairperson.

It shall be the duty of the Chairperson to preside at all meetings of the Board of Directors, appoint committees, call special meetings when they may be deemed advisable, execute all documents and papers on behalf of the Board of Directors, and act as Liaison Officer between the public and the Board when the circumstances warrant; when the Chairperson is acting a Liaison Officer for the Board the Chairperson shall carry out the directives, if any, of the Board.

Section 3 - Vice-Chairperson.

In the absence or disability of the Chairperson, the Vice-Chairperson shall have all his/her duties, and shall call special meetings of the Board should the Chairperson refuse to do so.

Section 4 - Secretary/Treasurer.

The Secretary shall keep, or cause to be kept, full and complete records of proceedings of the Board of Directors and of its meetings and give, or cause to be given, notice of all regular and special meetings of the Board of Directors as required by these bylaws; and may attest all documents and sign all warrants on behalf of the District. The Secretary of this Board shall also be the Clerk of this Board and shall perform all of the duties imposed by law upon the Clerk.

~~Section 5 — Treasurer.~~

~~[Insert job description]~~

---

**ARTICLE V - BOARD OF DIRECTORS**

Section 1 - Board of Directors.

- A. ~~————~~The Board of Directors shall consist of five elected Directors. Each Director shall serve a two or four year term ~~(depending~~ upon whether the term for the designated seat is "short-term" or "long-term") ~~—~~and shall be elected by the eligible voting residents of the District. In the event there is a vacancy on the Board and that term of office has not expired, then the vacancy shall be filled within 60 days following the vacancy by appointment by the remaining members of the Board for the balance of the unexpired term.
- B.
- C.
- D. ~~————~~Two of the Board members' terms shall run concurrently, while the remaining three Board members' terms shall run concurrently. Election of Board members shall comply with the provisions of the California Election Code and Public Resources Code pertaining to Recreation and Park Districts.
- E. In the event there is a vacancy on the Board and that term of office has not expired, then the vacancy shall be filled within 60 days following the vacancy by appointment by the remaining members of the Board for the balance of the unexpired term.

- F. Any elected member may terminate his or her membership by submitting a written letter of resignation to the District Board and the County Board of Supervisors. In the event any Board Member is unwilling or unable to fulfill their duties at scheduled and noticed meetings, the Board, by an affirmative vote of two-thirds of all its members, may suspend or expel a member.
- G. When any members misses three (3) consecutive regularly scheduled meetings, the District Board will take action to expel said member from the Board and to initiate the process for appointment of vacant seat.

**ARTICLE VI - POWERS AND DUTIES OF THE DISTRICT Section 2 Powers and Duties**

The District Board shall establish rules for its proceedings.

\_\_\_\_\_A. The Board of Directors is the legislative body of the District and shall determine all questions of policy.

\_\_\_\_\_B. The Board of Directors may:

\_\_\_\_\_1. Organize, promote, conduct and advertise programs of \_\_\_\_\_community recreation.

\_\_\_\_\_2. Establish systems of recreation and recreation \_\_\_\_\_centers, including parks and parkways; and

\_\_\_\_\_3. Acquire, construct, improve, maintain and operate \_\_\_\_\_recreation centers within or without the territorial limits \_\_\_\_\_of the District.

\_\_\_\_\_C. The Board of Directors may cooperate with any city, county, district, state, or any subdivision thereof, or federal agency, and may enter into agreements or contracts with each other, and may do any and all things necessary or convenient to aid and cooperate in carrying out the purposes of the District.

\_\_\_\_\_D. The Board of Directors and the governing bodies of any city, county, or school district having jurisdiction over any of the same territory or over contiguous territories may jointly establish a system or systems of recreation and parks, and may jointly do any act which either is authorized

to do under California law.

~~—~~E. The District Board shall have and exercise all rights and powers, expressed or implied, necessary to carry out the purposes and intent of the Public Resources Code, including but not limited to the power:

1. To sue and be sued:

~~—~~2. To take or acquire real or personal property of ~~—~~every kind or any interest therein, within and without the district, by grant, purchase, gift, devise or lease, and to hold, manage, occupy, dispose of, convey and encumber the ~~—~~same for the benefit of the District.

~~—~~3. To exercise the right of eminent domain, except ~~—~~that such right shall be exercised only within the territory ~~—~~of the District after approval for such exercise has been ~~—~~granted by resolution of the District Board.

~~—~~4. To appoint and employ and pay persons who are ~~—~~necessary and adequately trained, to maintain and operate ~~—~~the property, improvements and facilities under its control ~~—~~and to operate programs of public recreation. The Board may ~~—~~employ personnel at the pleasure of the Board or by ~~—~~contract, and may establish a merit system, retirement ~~—~~privileges, and provide for other employment practices ~~—~~either directly or through contractual arrangement with the ~~—~~state or other public agency or private organization.

5. To employ counsel.

6. To enter into and perform all necessary contracts.

~~—~~7. To borrow money, give security thereof, purchase on ~~—~~contract and do and perform any and all acts and things ~~—~~necessary or proper to carry out the provisions of the ~~—~~California Public Resources Code pertaining to ~~—~~recreation ~~—~~and park districts.

~~—~~F. The District Board may lease or rent private vehicles or equipment owned by District employees, or others, and reimburse them for use of same within budgetary limitations.



—G. The District Board may enter into group hospital service contracts with hospitals, hospital districts, and non-profit corporations formed under Section [9201] of the Corporations Code for hospital service, or into contracts for group disability insurance for insurers, for the members of the District Board, and the employees relating to injuries or illness suffered by such persons, either in the performance of duty or at other times; and for such purpose the recreation and park district is construed to be a district within the meaning and effect of Section 10270.5 and 11512.2 of the Insurance Code and other laws related thereto.

—In addition to compensation insurance required by law, the District Board may insure its members and employees against accidental death and injury in the performance of their duties.

H. The District Board may authorize the attendance of its members and employees at professional or vocational meetings, and may authorize payment of reasonable expenses therefor, including transportation to and from such meetings.

—I. The District Board shall direct a record to be kept of all its acts, and of all money received and disbursed by it. The books shall be open to public inspection. An annual audit of District financial statements, records, and Board of Director actions will be conducted in accordance with the Governmental Accounting Standards Board requirements. ~~ANNUAL AUDIT INCLUDED HERE BASED ON GASBE REQUIREMENTS????~~

—J. A majority vote of the members of the District Board is required on each action taken, except as otherwise required by law, and the vote shall be recorded.

—K. The Board of Directors may make and enforce all rules, regulations and bylaws necessary for the administration, government and protection of the property, improvements, and facilities under its management or belonging to the District.

## **ARTICLE VI - COMMITTEES**

### Section 1 - Standing Committees.

The following standing committees shall be voted upon by the

Board of Directors at the January meeting each year to serve on an annual basis.

- ~~A. Acquisition and Development (one committee for each major project)~~
- ~~B. District Services~~
- ~~C. Finance~~
- ~~BD. Personnel~~
- C. District Services

Committee membership will consist of Board members. Residents of the District may be appointed to a committee if deemed necessary by the Board of Directors. The Executive Director shall be ex-officio member to these committees.

Section 2 - Other Committees.

The Chairperson of the Board of Directors may establish other special committees as deemed necessary in carrying out the objectives and goals of the District. Residents of the District shall be appointed to serve as members of these special committees. Board members and/or staff shall serve as ex-officio members to these committees.

Section 3 - Functions of Committees.

All business requiring further study shall be referred to the proper committee for report and recommendations to the Board as a whole for action. Action recommended by a committee shall not be considered as binding or representing the Board of Directors' position on the matter in question.

Under no circumstances is a committee or any member of that committee to take any action or make any statement committing the Board as a whole unless given authority to do so by vote of the Board.

Section 4 - Committee Duties. Shall include but not be limited to:

~~STRIKE DESCRIPTION OF DISTRICT SERVICES AND AQUISITION AND DEVELOPMENT.~~

~~A. Acquisition and Development.~~

~~To study and make recommendations concerning the following:~~

- ~~1. Acquisition of new sites.~~
- ~~2. Type of facilities that should be planned for new sites.~~
- ~~3. Joint planning and development with school districts, County and State agencies.~~
- ~~4. Additional facility needs and development of present parks.~~
- ~~5. Long range planning and updating of District "Master Plan".~~

~~B. District Services.~~

~~To study and make recommendations concerning the following:~~

- ~~1. Recreation and park programs as a whole.~~
- ~~2. Fees and charges schedule for community center, pools, special instructional classes and other activities which may involve a fee charge.~~
- ~~3. Policies for use of community center, pools, parks, facilities and recreational programs.~~
- ~~4. Policy for conducting programs which may be classified as an educational class.~~
- ~~5. Policy for co sponsorship of recreation and park programs with other agencies or groups.~~

A€. Finance.


To study and make recommendations concerning the following:

1. Maintenance and operation.
2. Employee compensation.
3. Capital outlay.
4. Interest and redemption for indebtedness.
5. Restricted reserve for capital outlay.
6. Restricted reserve for contingencies.
7. Unallocated general reserve.

- ~~1. Fiscal year operating budget.~~
- ~~2. Monthly financial expenditures.~~
- ~~3. Bond issues as related to finances~~
- ~~4. Revenues received from loans, donations and grants.~~

- ~~5. Budgetary items from fiscal capital outlay budget for new projects.~~
- ~~6. Use of unrestricted donations.~~
- ~~7. Review of salaries and benefits as recommended.~~
- ~~8. Investment of District assets.~~
- ~~9. Insure compliance with donors in regard to restricted funds.~~
- BD. Personnel.

To study and make recommendations concerning the following:

- ~~1. Revisions to and/or adoption of pPersonnel annual salary increases, leaves of absencesick leave, vacation, emergency leave, holidays, -benefits and overtime compensation, as denoted in the employee handbook.~~
- 2. Periodic review and revisions to Employee HandbookCurrent salary and wage schedules.
- 3. Job descriptions.
- 4. The creation or elimination of any job position.
- 5. A periodic n-annual review of independent contractors and -new contractors, as needed. 

C. District Services.

To study and make recommendations concerning the following:

- 1. Recreation and park programs as a whole.
- 2. Fees and charges schedule for community center, pools, special instructional classes and other activities which may involve a fee charge.
- 3. Policies for use of community center, pools, parks, facilities and recreational programs.
- 4. Policy for conducting programs which may be classified as an educational class.
- 5. Policy for con-sponsorship of recreation and park programs with other agencies or groups.
- 6. Periodic review and revisions to the District By-Laws.

**ARTICLE VII - DISTRICT EMPLOYEES**

Section 1 - Executive Director.

~~There shall be an Executive Director appointed by the Board of Directors shall hire an Executive Director and a CV Starr Center Director. The Executive Director Except as provided in this section, He/ss/~~ shall be the manager and chief executive officer of the District. He/she shall, under the direction of the Board of Directors, be responsible for the administration of the District and shall organize its recreation and park programs, headquarters, facilities and employees. He/she shall employ personnel, within established budget limits, to carry out the objectives and functions of the District. He/she shall also have the right to terminate employees if necessary.

The Executive Director shall prepare and administer the District budget; maintain a complete financial record for the District, including an appropriate set of record books required under State and County law, rules and regulations, and have an annual audit performed; study and recommend regarding property acquisition and development; by direction of the Board of Directors update and implement the District Master Plan; prepare reports on accomplishments and needs; prepare necessary Board meeting materials; and shall carry out any and all directives and policies established by the Board of Directors.

In the absence of the District Executive Director, the ~~Business Manager Recreation Supervisor~~ shall have all the powers of the Executive Director and perform his/her duties.

#### Section 2 - Other District Employees.

There shall be such other subordinate employees and consultants as established by the District budget and personnel policies. The Executive Director shall promulgate and establish the duties and rules regulating all other employees and consultants of the District, subject to the approval of the Board of Directors.

C.V. Starr Center personnel shall be employed pursuant the operating agreement between the City of Fort Bragg and the District for the C. V. Starr Community Center

### **ARTICLE VIVI - DISTRICT FINANCES**

#### Section 1 - Annual Budget.

The Executive Director shall submit a preliminary budget to all committees not later than ~~May 15th~~March 1 of each year for the ensuing fiscal year. Any Committee recommendations shall be submitted to the Finance Committee for their review before going on to the Board of Directors. The Finance Committee shall then review the budget and shall recommend to the Board of Directors a tentative budget at or before the regularly scheduled June Board of Director's Meeting ~~not later than June~~ 1 of each year for the ensuing fiscal year. On or before July 1 of each year, the Board of Directors shall publish a notice, at least one time, stating: (1) that the preliminary budget has been adopted and is available for inspection at the District Office, (2) that on a specified date, not less than one month after publication of the notice, the District Board shall meet for the purpose of fixing the final budget, and that any taxpayer may appear and be heard regarding the items in the budget. The District Board shall report the final budget to the supervising authority after the budget hearing, but no later than August 10.

Section 2 - Procedures for District Disbursements and Accounts.

A. Payroll.

The Executive Director (or the CV Starr Center Director, in the case of the CV Starr Center employees' payroll) shall examine and approve the monthly payroll ~~and provide a current reporting to the/or Finance Committee for their monthly meeting. shall examine and approve~~ examine??? and approve approve the monthly payroll ~~prior to submission to the Finance Committee. A copy of the monthly payroll is submitted to the Board at its regular monthly meeting.~~ Employees are paid twice a month. THIS SECTION MAY NEED MORE DISCUSSION AND REVISION???

B. All Other Expenditures.

All other obligations of the District shall first be presented to the Finance Committee and approved by the Board of Directors at their next regular meeting. Such approval shall be evidenced by the certification of the Chairperson or acting Chairperson of the Board and the Secretary Clerk of the Board. After such approval, such claims shall be paid.

Section 3 - Expenditures up to \$5,000.

The Executive Director may purchase materials or supplies or award any contract for a sum not exceeding \$5,000 without the approval of the Board of Directors, providing such expenditures are within budgetary limitations.

Section 4 - Expenditures in Excess of \$5,000 up to and including \$25,000.

The Executive Director may purchase materials or supplies or award any contract for a sum in excess of \$5,000 and not exceeding \$25,000 without the approval of the Board of Directors. The Executive Director shall attempt to obtain three (3) informal bids for such materials, supplies or contract prior to making such expenditure. Informal bids shall be submitted to the Board along with the Executive Director's recommendations.

Section 5 - Purchases in Excess of \$25,000.

The District Board may contract with any public entity or person for the construction by the public entity or person or a contractor, the financing, maintenance, or operation of recreation facilities and activities within the District, provided that the District shall nevertheless be responsible for and maintain control over such construction, financing or operation of such recreation facilities and activities, and that the District shall receive a full consideration therefore. All contracts for furnishing materials or supplies, or for constructing any building, structure, or improvement, when the expenditures will exceed the sum of \$25,000 shall be let to the lowest responsible bidder, after notice inviting bids, published in a newspaper in the District at least one (1) week before the time of receiving bids. The District Board may reject all bids and re-advertise, or, by a four-fifths vote, may elect to purchase the materials or supplies in the open market, or to construct the building, structure, or improvement by force account.

The Executive Director shall present the bid opening records for acceptance or rejection to the Board of Directors at their regular or special meeting. The Board of Directors may waive formal bid procedures to purchase from another public agency, or purchase through another public agency, by using their formally accepted bids.

Section 6 - Rejection of Bids.

In all instances where informal or formal bids are requested the District shall reserve the right to reject any and all bids. -

Section 7 - Financial Reports.

An Account record of budget expenditures shall be kept and a statement showing the state of the budget funds shall be presented monthly to the Board of Directors by the District ~~and Starr Center Business Manager~~ bookkeeper. ~~The report shall be prepared by the Executive Director.~~

Section 8 - Receipts Other Than Taxes.

Receipts other than taxes shall be deposited to the credit of the District and a monthly report made to the Board of Directors by the District Business Manager. ~~bookkeeper.~~

Section 9 - Bonds of Employees.

Members of the Board of Directors and certain employees of the District whose duties involve the handling of money shall be bonded by a corporate security in such amount as shall be fixed by the Board of Directors. Which Directors and which employees shall be bonded shall be determined by the Executive Director.

Section 10 - Fiscal Year.

The fiscal year of the District shall begin July 1 and end June 30.

Section 11 - Leases, Contracts, Etc.

All leases, contracts, and the like entered into by the Board and receiving Board approval shall be signed by the chairperson, or by any Director or by the Executive Director specially designated by the Board of Directors, unless otherwise required by law, at a duly convened Board of Directors' meeting.

Section 12 - Special Services and Equipment.

Notwithstanding the provisions of Sections 4 and 5 of this Article, or any other provisions of these bylaws, the Board of Directors may negotiate a contract to purchase without the necessity of resorting to bids, whether formal or informal, with any person or firm, for the furnishing to the District of



specialized equipment, special services and advice, in financial, economic, accounting, engineering, legal, and administrative matters, or any other special service determined by the Board. Such persons, firms, or agencies must be specially trained and experienced and competent to perform the special services required or furnish the unique or unusual equipment or supplies not procurable from competitive sources. The determination of the Board regarding the special services, specialized equipment or supplies, or advice required and the Board's decision to negotiate a contract or authorize purchase therefore shall be conclusive.

#### Section 13 - Surplus Property.

By resolution, the Board of Directors may declare property owned by the District as surplus, if it is not required for District purposes, or if it should be disposed of for the purpose of replacement, or because it is unsatisfactory or not suitable for District uses, and may order the sale or leasing of any property.



#### Section 13 - C.V. Starr Center Finances.

C.V. Starr shall administer finances pursuant the operating agreement between the City of Fort Bragg and the District for the C. V. Starr Community Center.

### **ARTICLE IX - AMENDMENTS.**

These bylaws may be amended or modified by the Board of Directors by resolution adopted and approved by three-fifths vote of the members of the Board of Directors, provided notice of the intent to amend these bylaws and the proposed amendment(s) has been communicated to each Director in accordance with the written notice required for special meetings.