



## **BY-LAWS**

of the

### **JEFFERSON PARISH ECONOMIC DEVELOPMENT AND PORT DISTRICT**

January 14, 1988

<b>Revised</b>	<b>January 28, 1988</b>	
<b>Revised</b>	<b>April 14, 1988</b>	
<b>Revised</b>	<b>May 26, 1988</b>	
<b>Revised</b>	<b>August 25, 1988</b>	
<b>Revised</b>	<b>November 29, 1988</b>	
<b>Revised</b>	<b>March 29, 1990</b>	
<b>Revised</b>	<b>JEDCO Adopted May 28, 1998</b>	<b>Parish Adopted November 4, 1998</b>
<b>Revised</b>	<b>JEDCO Adopted July 25, 2002</b>	<b>Parish Adopted September 11, 2002</b>
<b>Revised</b>	<b>JEDCO Adopted August 26, 2004 (Effective January 7, 2004)</b>	<b>Parish Adopted November 19, 2003</b>
<b>Revised</b>	<b>JEDCO Approved February 22, 2007 (Resolution not presented, recorded in minutes only)</b>	<b>Parish Adopted - No Was not sent to the Parish Council</b>
<b>Revised</b>	<b>JEDCO Approved February 28, 2008 (Resolution not presented, recorded in minutes only)</b>	<b>Parish Adopted - No Was not sent to the Parish Council</b>
<b>Revised</b>	<b>JEDCO Approved November 29, 2012 and amended December 20, 2012</b>	<b>Parish Adopted - No Was not sent to the Parish Council</b>
<b>Revised</b>	<b>JEDCO Approved May 30, 2013</b>	<b>Parish Adopted – No Was not sent to the Parish Council</b>
<b>Revised</b>	<b>JEDCO Approved May 30, 2013</b>	<b>Parish Adopted – July 24, 2013 (Revised Article VIII only)</b>
<b>Revised</b>	<b>JEDCO Approved January 28, 2016</b>	<b>Parish Adopted – March 2, 2016 (Article VI #6, Article XI and the Director’s Title)</b>

## **ARTICLE I: NAME & DOMICILE**

1. The name of the body shall be the **Jefferson Parish Economic Development and Port District** doing business as and hereinafter referred to as the **Jefferson Parish Economic Development Commission** or **JEDCO**.
2. The location of the principal office of JEDCO shall be in Jefferson Parish at a site determined by the Board of Commissioners. The Board, in its discretion, may relocate the office within Jefferson Parish and may from time to time establish branch offices determined to be convenient to the Commission's activities.

## **ARTICLE II: ELECTION OF OFFICERS AND APPOINTMENTS**

1. Officers shall be elected annually in November at the regular meeting of the Board, with the term of each office commencing on the date of the first meeting in the following calendar year. The Board, from among its members, shall elect a Chairman, Vice Chairman, Secretary and Treasurer, to hold office for one year, or until their successors are elected. The Board shall not be bound by any particular order of succession in the nomination of members for election to the above offices. The value and importance of filling an office through the election of a member who is most capable and in the position to best serve shall be the guiding principle.
2. In case a vacancy occurs among the elected officers, due to resignation or other cause, an election shall be held, at a regular or special meeting called for such purpose, to fill the vacant office for the unexpired portion of the term.
3. No office may be held by the same Board member for more than (2) consecutive terms.
4. An officer of JEDCO, other than the Chairman, whose term of office has expired during the time he serves as a JEDCO Officer, or who has resigned without an effective resignation date, but who still retains the qualifications required by law for such office, shall continue to serve in such office with full power until a successor shall have been duly appointed. If the Chairman's term of office expires while he/she serves as Chairman, he/she shall continue in such office with full power until the end of his/her term as Chairman, and then serve one year additional as an ex officio member of the Board. If the Chairman resigns during his/her term of service, the rules as stated above shall apply.

## **ARTICLE III: DUTIES OF OFFICERS**

### **CHAIRMAN**

The duties of the Chairman shall be:

1. To preside at all meetings of the Board, with the right to vote on all issues.
2. To see that the laws of the State of Louisiana, Parish of Jefferson, and the directives and policies of the Board, are faithfully observed and executed.
3. To call special meetings of the Board, at his/her discretion, or upon the request of five members.
4. To serve as an ex-officio member of all committees, with the right to vote on all issues.
5. To serve as Chief Executive of the Board, and as such, to insure aggressive pursuit of those objectives established by the Board, as provided for by law.
6. To countersign checks with any one of the other Officers of the Board or the President & CEO.
7. To perform such other duties as are usually incumbent upon the Chairman of an economic development office.
8. To establish task forces composed of both Board members and others to study and report on specific topical areas of concern to the Chairman and/or the Board.

### **VICE CHAIRMAN**

The duties of the Vice Chairman shall be:

1. Whenever the Chairman is absent from any regularly scheduled meeting, or from a special meeting called by the Chairman, the Chairman's duties shall be performed by the Vice Chairman. The Vice Chairman may assume the duties of the Chairman for the purpose of calling a special meeting when the Chairman is temporarily absent from the area, or when the Chairman is temporarily incapacitated through illness or otherwise.
2. Whenever the Chairman's absence from the area, or the Chairman's incapacity due to illness, prevents the Chairman from handling routine but necessary Board

- business, at times other than official meetings, such business shall be handled by the Vice Chairman.
3. Should a vacancy occur in the office of the Chairman, the Vice Chairman shall succeed to the office of the Chairman with all powers and duties of the Chairman. In such event, the Vice Chairman shall serve in the office of the Chairman until the Board shall elect a new Chairman from a list of nominees prepared by the Nominating Committee.
  4. To countersign checks with any of the other Officers of the Board or the President & CEO.

### **SECRETARY**

The duties of the Secretary shall be:

1. When required, to attest to any official document of the JEDCO and/or the Board with his/her signature.
2. To keep, or cause to be kept, a record of the minutes of all meetings of the Board.
3. To insure or cause to insure the safekeeping of the records, minutes, papers and documents of the Commission and Board. All minutes, papers and documents of the Board shall be kept at the JEDCO office and shall be available for inspection by Board members at all times.
4. In the absence of the Treasurer, the Secretary shall be acting Treasurer and shall assume all duties of the Treasurer until a new Treasurer is elected by the Board.
5. To countersign checks with any of the other Officers of the Board or the President & CEO.
6. To perform such other duties as are usually incumbent upon the secretary of a commission, board or other entity similar in nature to the Commission.

### **TREASURER**

The duties of the Treasurer shall be:

1. To insure or cause to insure safekeeping of funds and other securities of JEDCO.
2. To make or cause to be made a monthly financial report of receipts and disbursements, to be presented at regular meetings of the Board. The Treasurer

- shall also submit any other special reports required by the Chairman or by the Board.
3. To sign documents relating to financial business of JEDCO and the Board as may be directed by the Board.
  4. In the absence of the Secretary, the Treasurer shall be acting Secretary and shall assume all duties of the Secretary until a new Secretary is elected by the Board.
  5. To countersign checks with any one of the other Officers of the Board or the President & CEO.
  6. To perform such other duties as are usually incumbent upon the treasurer of a commission, board or other entity similar in nature to the Commission.

#### **ARTICLE IV: MEETINGS**

##### **Regular Meetings**

1. The regular meetings will be held at a time and place as designated by the Chairman.
2. The Board shall meet quarterly on the last Thursday of the months of February, May, August, and November. A specific schedule of regular meetings of the Commission shall be developed and provided to each member of the Board. In addition, a schedule of meetings, or notices of meetings, will be posted at the Jefferson Economic Development office. A notice of all regular meetings shall be placed in the official journal of the Parish of Jefferson prior to the date of the actual meeting.
3. Any regular meeting may be adjourned to a later date prior to the next regular meeting, provided that any absent member will be notified of the date and time when the meeting will reconvene.
4. The Chairman may, at his/her discretion, reschedule a regular meeting to a later date prior to the next regular meeting when it becomes known that a quorum will not be available, or when additional time is required for preparation of material particularly important to such regular meeting, provided that all Board members are duly notified in advance of the change in schedule.
5. Commission meetings must adhere to La. R.S. 42:11, which require that every meeting of a public body shall be open to the public, except when closed according to law.

6. The Chairman may, at his/her discretion, cancel a regular meeting that occurs in the same month as a quarterly Board meeting. In addition, the Chairman may cancel any other scheduled regular meeting if he/she deems there are no agenda items of sufficient importance to make such a meeting necessary.

#### **Special Meetings**

1. The Chairman shall have the right to call special meetings at his/her discretion, but must call a special meeting upon the request of any five (5) Board members.
2. When calling a special meeting, the Chairman shall make known the purpose for which the meeting is called. Only those matters which were included in the call shall be considered at the special meeting unless every member of the Board is present and a quorum agrees to take up other matters.
3. The Secretary shall cause a written notice of the time and place of a special meeting to be mailed, or hand delivered, to each Board member, at the addresses of the Board members as they appear in the records of the Commission, at least 24 hours before the day on which the meeting is to be held, or shall communicate the notice of such meeting to each Board member by electronic correspondence/e-mail, facsimile transmission (fax) or telephone no later than 24 hours before the meeting is to be held."
4. Commission meetings must adhere to La. R.S. 42:11, which require that every meeting of a public body shall be open to the public, except when closed according to law.

#### **Attendance at Board and Committee Meetings**

1. In addition to the members of the Board, the President & CEO shall attend all meetings of the Commission unless excused from attending by the Executive Committee or as otherwise provided in the President & CEO's contract, if one exists, or directed by the Board not to attend.
2. All Board members are expected to attend all regular and special meetings of the Board of Commissioners and of any standing committee to which they are appointed or elected.

With respect to the Board, a vacancy shall be deemed to exist if a Board member is absent from two (2) regularly scheduled quarterly Board meetings in any calendar year, unless such absences are excused as hereinafter provided. Attendance or lack thereof at special meetings shall not be taken into consideration for purposes of this provision.

In order to have an absence from a regularly scheduled Board meeting approved, the absent Board member shall submit to the Executive Committee not later than thirty (30) days after the date of the missed Board meeting, a letter setting forth the reasons for such Board member's absence from the Board meeting. The Executive Committee shall decide, by majority vote, whether to excuse such Board member's absence from the Board meeting. If an absence from a regularly scheduled Board meeting is excused by the Executive Committee then such absence shall not be deemed to be an absence for purposes of determining a Board vacancy.

With respect to committees of the Board, a vacancy shall be deemed to exist if a committee member is absent for three consecutive committee meetings or has attended less than fifty (50%) percent of regularly scheduled committee meetings in any calendar year. Attendance or lack thereof at special committee meetings shall not be taken into consideration for purposes of this provision.

#### **Public Comment at Meetings**

1. On matters of community concern, the Board may solicit public comment. In such event, the comments from all proponents and opponents shall be limited to a total of 20 minutes for each agenda matter. The arguments on both sides must be confined to essential points. No personalities shall be indulged in by either side and a violation shall be sufficient cause for preventing the speaker from further argument.

The time limits set forth above may be modified by the affirmative vote of two-thirds of the Board members present at such meeting.

#### **ARTICLE V: QUORUM**

1. The attendance of a majority of the then appointed Board members at any meeting shall constitute a quorum for the transaction of all business.
2. A majority shall constitute a quorum at all committee meetings.

#### **ARTICLE VI: COMMITTEES OF THE BOARD**

##### **PERMANENT COMMITTEES**

1. Pursuant to Ordinance No. 22062 adopted by the Jefferson Parish Council on November 19, 2003, effective on January 7, 2004, the Board shall elect from its

members, by majority vote, eleven (11) members who shall serve as the Executive Committee of the Board.

2. The composition of the Executive Committee shall be as follows:

- A. Two (2) of the eleven (11) Executive Committee members shall be the Board members appointed by the Jefferson Parish Council, with alternating terms as follows:

The Board members appointed by the Jefferson Parish Council representing Council Districts 1 and 2 shall serve for the initial term. After the expiration of the initial term, the Board members appointed by the Jefferson Parish Council members representing Council Districts 3 and 4 shall serve for the second term. After the expiration of the second term, the Board members appointed by the Jefferson Parish Council members representing Council Districts 5 and 1 shall serve for the third term. After the expiration of the third term, the Board members appointed by the Jefferson Parish Council members representing Council Districts 2 and 3 shall serve for the fourth term. Thereafter, the Council-appointed Board members shall alternate Executive Committee relationship for subsequent terms as set forth above.

- B. One (1) of the eleven (11) members of the Executive Committee shall be the Board Member appointed by the Jefferson Parish President. The Parish President's appointee shall be a permanent member of the Executive Committee.
- C. One (1) of the eleven (11) members of the Executive Committee shall be the Board Member appointed by the At-Large Parish Councilman for District A. This appointee shall be a permanent member of the Executive Committee.
- D. One (1) of the eleven (11) members of the Executive Committee shall be the Board Member appointed by the At-Large Parish Councilman for District B. This appointee shall be a permanent member of the Executive Committee.
- E. The Officers of the Commission shall serve on the Executive Committee. If a Jefferson Parish Council appointee is also an Officer of the Commission, then such person's position on the Executive Committee shall be by virtue of such person's appointment to the Board by the Jefferson Parish Council and not by virtue of his position as an Officer of the commission. In such event, another person shall be elected to the Executive Committee to fill the position of the member who would have

served on the Executive Committee by virtue of such person's position as an Officer but for the fact that such person is also a Council appointee.

- F. The remaining members of the Executive Committee shall be selected from Board members not appointed by the Jefferson Parish Council from a list of nominees compiled by the Nominating Committee.
3. All members of the Executive Committee shall serve for one (1) year term.
4. A member of the Executive Committee that resigns without an effective resignation date shall remain in office until a successor is elected by the Board from a list of nominees compiled by the Nominating Committee. The term of office for a member of the Executive Committee elected to fill a vacancy shall be limited to the unexpired term of the vacating member of the Executive Committee that such person is replacing.
5. The Executive Committee shall serve as the policy-making body of the Board.
6. The Executive Committee shall review the status of each Nominating Organization set forth in the Jefferson Parish Code of Ordinances, Sec. 2-875.9 ("Nominating Organization") upon the completion of each Commissioner's term. If, at the end of a Commissioner's term, a majority of the Executive Committee determines in its sole discretion that a Nominating Organization has not held a regular business meeting for six (6) consecutive months, or for two (2) consecutive quarters (if meetings are held quarterly), the Nominating Organization shall be considered dormant. If a Nominating Organization is considered dormant, the Executive Committee may recommend to the Parish Council that the Nominating Organization be replaced or be deemed ineligible to continue serving as a Nominating Organization.

If, at the end of a Commissioner's term, a majority of the Executive Committee determines in its sole discretion that a Nominating Organization has declining membership, lacks a paid staff person or association manager, has too few members eligible to serve, or is listed as inactive according to the Louisiana Secretary of State, the Executive Committee may recommend to the Parish Council that the Nominating Organization be replaced or be deemed ineligible to continue serving as a Nominating Organization.

Any Nominating Organization shall comply with any request for business and/or corporate documents made by or on behalf of the Executive Committee within 20 days from the date received in order to substantiate that the Nominating Organization meets the requirements stated above. If the Nominating Organization fails to timely comply with the request the Executive Committee may recommend to the Parish Council that the Nominating Organization be

replaced or be deemed ineligible to continue serving as a Nominating Organization.

### **STANDING COMMITTEES**

1. **Nominating Committee** – The Nominating Committee shall be comprised of five (5) members of the Board- the present chairperson, the immediate past two chairpersons and two other members of the Board selected by a majority of the members. If any of the immediate past chairpersons no longer serves on the Board, that individual would be replaced by a member of the current Board chosen by majority vote. Individuals serving on the Nominating Committee shall not be eligible for any JEDCO officer positions under consideration for nomination by said Committee. Each member of the Nominating Committee shall serve a one (1) year term or until such committee member's successor is elected by the Board. The Nominating Committee shall be responsible for compiling lists of Board members who have the qualifications necessary to carry out the duties of any of the Board's committees. At such time as a vacancy may exist on any of the Board's committees, the Nominating Committee shall compile a list of Board members having those qualifications and qualities deemed necessary to fulfill the duties of the particular vacancy. The Nominating Committee shall compile such list of Board members within the time frame determined by a majority of the Board, and if the Board does not make such a determination, within the time frame as may be established by the Nominating Committee.
2. **Finance Committee** – The Finance Committee shall be comprised of at least eleven (11) Board members selected by the Board from a list of Board members compiled by the Nominating Committee. Each member of the Finance Committee shall serve for a one (1) year term or until a successor is elected by the Board. The duties of the Finance Committee are to meet periodically to consider and rule on recommendations made by staff as to the approval, declination or qualification of new loan requests, as well as to consider and rule on recommendations made by staff as to the servicing, maintenance and review of existing loans. The Finance Committee shall also be responsible for all aspects of the financial activities of the Commission, including investments, budgets, planning, goal setting and evaluation of the staff of the finance department of the Commission.
3. **Audit Committee** – The Audit Committee shall be comprised of three (3) Board Members selected by the Board from a list compiled by the Nominating Committee. Each member of the Audit Committee shall serve for a one (1) year term or until a successor is elected. The duties of the Audit Committee shall be to select outside auditors to audit the books of the Commission, to set requirements for the selection of outside auditors to be retained by the

Commission, to review and recommend to the Commission the previous year's audit reports, and undertake such other duties relating to any audit of the financial affairs and ethics and compliance issues of the Commission as may be directed by the Board.

#### **OTHER COMMITTEES**

The Board shall establish committees as in its discretion are advisable. Guidance for, objectives and composition of a committee shall be fixed at the time of establishment of the committee. Members of any committee established pursuant to this part shall be selected by the Board from a list of Board members compiled by the Nominating Committee. The term for all Committee members for committees established pursuant to this part shall not exceed one (1) year.

#### **ARTICLE VII: PRESIDENT & CEO**

1. The President & CEO shall be the principal operating officer for the Commission. The President & CEO shall be responsible for executing the policies and projects of the Commission as a prudent administrator. The President & CEO shall have charge of all the overall management and direction of all Commission affairs, and shall be responsible directly to the Board, and its committees, for all administrative, managerial, financial, engineering, operations, traffic, trade development and public relations affairs.
2. It shall be the duty of the President & CEO to keep the Executive Committee apprised of the progress of projects or undertakings directed by the Executive Committee, the Board or any other committee of the Board, and the status of ongoing operations and other endeavors under the cognizance of the Executive Committee or any other committee of the Board.
3. It shall be the duty of the President & CEO to keep the Executive Committee apprised of significant happenings in areas of interest to the Board, such as proposed legislation, construction permits, and private or commercial endeavors which might impact the Board's areas of interest and responsibility.
4. The Chairperson, or the President & CEO has the authority to state and disseminate JEDCO's public position on any issue related to economic development in the state of Louisiana, as long as such position is allowable by the applicable Jefferson Parish and Louisiana laws and statutes; and provided further that JEDCO shall not take a public position on any parish, state or federal election that involves persons seeking office in those elections. (Rev. – 05/30/13)

5. The President & CEO shall serve as the senior executive and supervisor for all Commission employees.
6. The President & CEO shall have the power and authority to hire, reprimand and dismiss all Commission staff members in the President & CEO's sole and absolute discretion.
7. The President & CEO shall be legally domiciled in Jefferson Parish no later than six months after appointment and shall submit to JEDCO's Human Resources Manager the following documents as proof of domicile in Jefferson Parish:
  - a. a copy of the President & CEO's Louisiana Driver's License or Louisiana Identification Card
  - b. a copy of the President & CEO's Jefferson Parish Voter Registration Card;
  - c. an original affidavit executed by the President & CEO attesting to the President & CEO's residency in Jefferson Parish, similar in form to the affidavit of residency for the qualification of candidates for elective office in Louisiana. (#7 added 11/29/12 amended 12/20/12)
  - d. an original affidavit executed by the President & CEO attesting that the President & CEO has no substantial business relationship with a member of the Jefferson Parish Council

#### **ARTICLE VIII: DISBURSEMENT OF FUNDS**

1. All disbursement of funds approved by the Board or Executive Committee shall be by checks drawn against a checking account maintained in a local area bank by the Commission.
2. All disbursement checks for amounts not exceeding \$5,000.00 shall require the signature of one (1) officer or the President & CEO.
3. All disbursement checks in excess of \$5,000.00 shall require signatures of two (2) officers, or signatures of one (1) officer and the President & CEO.
4. The President & CEO may, for reasons of expediency, incur warranted and proper unbudgeted obligations on behalf of the Commission for purchases or services for amounts not exceeding \$2,000.00. Expenditures between \$2,000.00 and \$5,000.00 may be approved by the President & CEO with concurrence of the Chairman and Treasurer. Unbudgeted obligations of amounts greater than \$5,000.00 shall require approval in advance by the Executive Committee.
5. The Executive Committee of JEDCO is authorized to approve the issuance of requests for proposals, to approve the selection of service providers and to enter into professional services contracts not to exceed \$150,000.00 in order to carry out the mission of JEDCO, to foster economic development in a highly

competitive environment. Professional services contracts in excess of \$150,000.00 will be approved by the Jefferson Parish Council.

*Revised 9/11/02 Jefferson Parish Ordinance 21661*

*Revised 02/28/08 JEDCO Board of Commissioners*

*Revised 05/30/13 JEDCO Board of Commissioners and Jefferson Parish Council on 07/24/13*

*Revised 01/28/16 JEDCO Board of Commissioners*

#### **ARTICLE IX: ORDER OF BUSINESS**

1. The President & CEO shall prepare and submit to the Board, at least forty-eight (48) hours prior to a regular meeting of the Board and twenty-four (24) hours prior to any special meeting of the Board, an agenda covering the items of business to be considered and acted upon at each meeting of the Board. The Board may consider such other matters as may properly be brought before the Board. The order of business may be altered by the Board at the Board's discretion.

#### **ARTICLE X: GENERAL GUIDANCE AND PROCEDURES**

1. The members of the Board shall draw their authority from and perform their actions and functions in accordance with the provisions of Louisiana Revised Statutes 34:2021 et seq., as same may be amended from time to time.
2. The Board Members shall serve without compensation.
3. A Board Member having been duly appointed in accordance with law, shall serve with full power and authority, as defined by the law, until such time as a successor shall be appointed. This provision shall remain applicable in the event a member must serve beyond such member's prescribed term, while awaiting the appointment of a successor. Similarly, in the event a member resigns such member's position without an effective resignation date, such member shall continue to serve with full power and authority while awaiting the appointment of a successor.
4. No person shall serve simultaneously as a Commissioner of JEDCO and on the any of the following boards, committees or authorities: East Jefferson Hospital Board, West Jefferson Medical Center Board, Board of Standards and Appeals, Board of Zoning Adjustments, Jefferson Parish Finance Authority or the Jefferson Parish Housing Authority.

5. All Commissioners shall be required to submit to the Parish Clerk the following documents as proof of domicile in Jefferson Parish:
  - a. a copy of the Commissioner's Louisiana Driver's License or Louisiana Identification Card
  - b. a copy of the Commissioner's Jefferson Parish Voter Registration Card;
  - c. an original affidavit executed by the Commissioner attesting to the Commissioner's residency in Jefferson Parish, similar in form to the affidavit of residency for the qualification of candidates for elective office in Louisiana.
  - d. an original affidavit executed by the Commissioner attesting that the Commissioner has no substantial business relationship with a member of the Jefferson Parish Council
6. It shall be the responsibility of each Board member to be familiar with and adhere to the requirements of the Code of Governmental Ethics for the State of Louisiana, in particular, Part II Ethical Standards for Public Servants, Revised Statutes 42:1101 et seq., as amended from time to time.
7. The Chairman shall be eligible to cast a vote on all considerations before the Board, unless the Chairman elects or is required by law to abstain from voting on the issue at hand.
8. The Board members shall be reimbursed for expenses incurred in the conduct of official travel on behalf of JEDCO provided that such travel has been previously authorized by the Executive Committee or the Board. Employees shall be reimbursed for expenses incurred in the conduct of official travel on behalf of JEDCO provided that such travel has been previously authorized by the President & CEO. The President & CEO's travel expenses for overnight and/or out of state overnight shall be approved in advance by the Chairman of the Board or in his absence an officer of the Board. Automobile mileage shall be reimbursed in accordance with the prevailing rate established by the Parish of Jefferson. Lodging, travel expenses and food costs shall be reimbursed on a direct cost basis.

The Executive Committee or the Board shall also have the authority to reimburse expenses incurred by elected Jefferson Parish officials for travel undertaken at the request of the Executive Committee or Board.

#### **ARTICLE XI: AMENDMENTS**

1. These bylaws may be altered or amended at any regular meeting of the Board by a vote of two-thirds (2/3) of Board Members present provided that the alteration or amendment is consistent with all ordinances and regulations enacted by the Jefferson Parish Council. However, no such alteration or amendment shall be

considered or effective unless (a) notice of the intention to alter or amend the bylaws was given in writing at a previous meeting of the Board, and (b) a draft of the proposed alteration or amendment was sent to each member of the Board at least forty-eight hours in advance of the meeting at which action on such alteration or amendment is to be taken.

~~~~~**END**~~~~~