

Baker Main Street Economic Development District

BYLAWS

A political subdivision of the State of Louisiana

ADOPTED DATE:
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ARTICLE I: NAME AND BOUNDARIES

- Section 1.1 This organization is created by SB 475, Act No. 768 of 2022 of the Regular Session. The name of the body shall be the Baker Main Street Economic Development District hereinafter referred to as the “BMSEDD.”
- Section 1.2 BMSEDD is a special taxing district and political subdivision of the state. BMSEDD is granted all the rights, powers, privileges and immunities accorded by law and the Constitution of Louisiana to political subdivisions of the state.
- Section 1.3 BMSEDD shall be comprised of the following area: Beginning at the intersection of Lavey Lane/South Magnolia 25 Drive on Hwy 19 (Main Street), then traveling North. Lot CVS, Resub of Lots 8-10, 11A, 11B & A port of Lots 1-7, SQ 17 Baker Townsite 2 Resub 2012. All of Main Street to its intersection with the northern most 3 corporate line of Baker; encompassing all commercial properties located 4 on Hwy 19 (Main Street) and extends to end at C-4-B-1 Resub of tract 5 C-4 of the Winder K. Dunbar property. Resub.1989. Note: Sale Reads 6 Baker Regional Shopping Center. (Subway)

ARTICLE II: DOMICILE

- Section 2.1 The location of the principal office of BMSEDD shall be in the City of Baker at a site determined by the Board of Commissioners. The Board, in its discretion, may relocate the office within the City of Baker and may from time to time establish branch offices determined to be convenient to the Commission’s activities. (See Attachment A: District Map)

ARTICLE III: PURPOSE

- Section 3.1 The redevelopment of the property within BMSEDD is an important element of the continued revitalization and economic development of the city-parish. BMSEDD is created to provide for cooperative economic development among the district, Baker, the state, and the owners of property in the district, in order to assist in the redevelopment of, and dramatic improvement to, the property

within the boundaries of the district and for the purpose of promoting trade, commerce, industry, and employment opportunities in the city of Baker's Central Business District.

ARTICLE IV: GOVERNANCE, POWERS AND DUTIES

Section 4.1 **Governance.** The District shall be managed by a seven-member board of commissioners, referred to in this Section as the “Board”.

Section 4.2 **General Rights and Powers.** The district, acting by and through its board, shall be a special taxing district and shall have and exercise all powers of a political subdivision and special taxing district necessary or convenient for the carrying out of its objects and purposes including but not limited to the following:

(a) To sue and to be sued;

(b) To adopt bylaws and rules and regulations

(c) To receive by gift, grant, donation, or otherwise any sum of money, property, aid, or assistance from the United States, the State of Louisiana, or any political subdivision thereof, or any person, firm, corporation or philanthropic group;

(e) To enter into contracts, agreements, or cooperative endeavors with the state and its political subdivisions or political corporations, Baker, the owners of property in the district, and with any public or private association, corporation, business entity, or person, including but not limited to cooperative endeavor agreement, a pledge and collateral assignment agreements, and tax collection agreement.

(f) To appoint officers, agents, and employees, prescribe their duties, fix and pay their compensation;

(g) To acquire by gift, grant, purchase, donation, lease, or otherwise such property as may be necessary or desirable for carrying out the objectives and purposes of the District and to mortgage and sell such property;

- (h) In its own name and on its own behalf to incur debt and to issue bonds, notes, certificates, and other evidences of indebtedness, and in the event the district elects to issue bonds pursuant to the authority then the district shall be deemed and considered to be an issuer for purposes of R.S. 33:9037;
- (i) To establish such funds or accounts as are necessary to conduct the affairs of the district.
- (j) To levy and collect the taxes authorized;
- (j) To pledge the district tax collections and other funds and property as security for the financing or refinancing of any costs incurred or to be incurred in connection with any project or projects, or parts thereof, within the boundaries of the district;
- (k) To enter into one or more agreements to provide for the collection of the taxes levied within the district and remittance of the taxes to the appropriate recipients.
- (m) To exercise any and all of the powers granted to an economic development district established pursuant to Part II of Chapter 27 of Title 33 of the Louisiana 16 Revised Statutes of 1950;
- (n) To levy sales taxes, or hotel occupancy taxes within the district or any combination of such taxes, above and in addition to any other sales taxes, or hotel occupancy taxes, or combination of such taxes, then in existence or permitted to be in existence within the district, in an amount as may be determined by the board with the approved written consent of the owners of immovable property in the district, all in addition to the powers authorized subject to the limitations and prohibitions of the Louisiana Constitution.

Section 4. 3 **Rules and Regulations.** The Board shall adopt such rules and regulations as it deems necessary or advisable for conducting its business affairs. The Board may adopt, amend, or delete the Bylaws by a majority vote at any properly convened meeting.

Section 4. 4 **Minutes and Archives.** The minute books and archives of the District shall be maintained by the Secretary of the Board. The monies, funds, and accounts of the District shall be in the official custody of the Board.

Section 4.5 **District Strategic Plan.** The Board shall prepare or cause to be prepared a plan or plans specifying the public improvements, services proposed to be furnished, facilities, constructed, or acquired for the District. The Board shall conduct public hearings, publish notice with respect thereto, and disseminate information as it, in the exercise of its sound discretion, may deem to be appropriate or advisable and in the public interest.

ARTICLE V: MEMBERSHIP

Section 5.1 **Initial Appointments and Terms.** The district shall be governed by a seven member board of commissioners. The members shall be appointed as follows:

- (a) The Mayor of the City of Baker, or his designee;
- (b) The Mayor of the City of Baker shall appoint one member from a list of nominees submitted by the Baker City Council;
- (c) The Baker City Council shall appoint one member who's elected to the city council;
- (d) The member of the Louisiana State Senate whose district encompasses all or the greater portion of the area of the district shall appoint one member;
- (e) The member of the Louisiana House of Representatives whose district encompasses all or the greater portion of the area of the district shall appoint one member;
- (f) The board of directors of the Baker Chamber of Commerce shall appoint one member who is serving or has served as president of the chamber's board; and,
- (g) The city of Baker School Board shall appoint one member from a list of nominees submitted to the school board

Section 5.2 All members of the Board shall own property or have a principal place of business or profession within the city of Baker.

Section 5.3 **Terms, Successors, and Exception.** The terms of the Board and the appointment of their successors shall be as follows.

Section 5.3.1 **General Terms.** The commissioners appointed shall serve for three years. At the expiration of the term of office, the successors shall be appointed in the same manner as the predecessor appointees were selected.

Section 5.3.2 **Consecutive Terms.** Board Members appointed by outside authorities may not serve more than two consecutive two-year terms.

Section 5.4 **Vacancies.** Any vacancy that occurs prior to the expiration of the Term of Board Member shall be filled for the remainder of the unexpired term in the same manner as the original appointment.

Section 5.5 **Resignation and Removal of Members.** Board Members appointed may be removed by the Board at any time. A Board Member may resign from the Board at any time. The Board may remove a member by the affirmative vote of a two-third (2/3) majority of Board Members present at any regular or special meeting of the Board. However, such Board Member shall be given at least ten (10) days' written notice in advance of such meeting that action is to be there taken upon his/her membership, and such Member shall be given full opportunity, if desired, to be heard in opposition to their removal from the Board at the meeting of which the item appears on the Board Agenda. The following provision is an example of grounds for removal but shall not limit the Board's authority to remove members:

Section 5.5.1 A Board Member's failure to attend three consecutive regularly schedule meetings of the Board without a reasonable justification shall constitute cause for removal of the Member from the Board. A Board Member who has been absent from three consecutive regularly scheduled meetings shall be advised of that he/she is subject to removal and shall be given a reasonable opportunity to provide an appropriate justification for the absences. The Board shall vote at its next regularly scheduled meeting on whether to remove such a member from the Board.

Section 5.6 **No Discrimination.** The Board will use nondiscriminatory policies and practices in the conduct of its business, and will uphold the Constitutions of the State of Louisiana and the United States. The appointment of minorities, women, veterans, and individuals with disabilities by the Board is consistent with the mission of the District and is encouraged.

- Section 5.7 **Conflict of Interest.** A Board Member who has a material financial or personal interest in a matter before the Board shall disclose his/her conflict prior to the Board taking any action on the respective matter. This disclosure shall become a part of the Board's records; the disclosing Member shall refrain from participation in the proceedings and may answer questions from other Members. The Member shall not vote on the matter.
- Section 5.8 **Compensation.** The members of the Board shall serve without compensation. The Board may reimburse any member for reasonable expenditures approved by officers of the Board incurred in the performance of his/her duties.

ARTICLE VI: ELECTION OF OFFICERS AND APPOINTMENTS

- Section 6. 1 Officers shall be elected annually in October 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 President, Vice President, Secretary, Treasurer and Parliamentarian 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.
- Section 6. 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.
- Section 6. 3 No office may be held by the same Board member for more than (2) consecutive terms.
- Section 6. 4 An officer of BMSEDD, other than the President, whose term of office has expired during the time he serves as a BMSEDD 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 President's term of office expires while he/she serves as President, he/she shall continue in such office with full power until the end of his/her term as President, and then serve one year additional as an ex-officio

member of the Board. If the President resigns during his/her term of service, the rules as stated above shall apply.

ARTICLE VII: DUTIES OF OFFICERS

President

The duties of the President shall be:

- Section 7. 1 To preside at all meetings of the Board, with the right to vote on all issues.
- Section 7. 2 To see that the laws of the State of Louisiana, Parish of East Baton Rouge, City of Baker and the directives and policies of the Board, are faithfully observed and executed.
- Section 7. 3 To call special meetings of the Board, at his/her discretion, or upon the request of five members.
- Section 7. 4 To serve as an ex-officio member of all committees, with the right to vote on all issues.
- Section 7. 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.
- Section 7. 6 To countersign checks with any one of the other Officers of the Board or the Executive Director.
- Section 7. 7 To perform such other duties as are usually incumbent upon the President of an economic development office.
- Section 7. 8 To establish task forces composed of both Board members and others to study and report on specific topical areas of concern to the President and/or the Board.

Vice President

The duties of the Vice President shall be:

- Section 7. 9 Whenever the President is absent from any regularly scheduled meeting, or

from a special meeting called by the President, the President's duties shall be performed by the Vice President. The Vice President may assume the duties of the President for the purpose of calling a special meeting when the President is temporarily absent from the area, or when the President is temporarily incapacitated through illness or otherwise.

Section 7. 10 Whenever the President's absence from the area, or the President's incapacity due to illness, prevents the President from handling routine but necessary Board business, at times other than official meetings, such business shall be handled by the Vice President.

Section 7. 11 Should a vacancy occur in the office of the President, the Vice President shall succeed to the office of the President with all powers and duties of the President. In such event, the Vice President shall serve in the office of the President until the Board shall elect a new President.

Section 7. 12 To countersign checks with any of the other Officers of the Board or the President & Executive Director.

Secretary

The duties of the Secretary shall be:

Section 7. 13 When required, to attest to any official document of the BMSEDD and/or the Board with his/her signature.

Section 7. 14 To keep, or cause to be kept, a record of the minutes of all meetings of the Board.

Section 7. 15 To insure or cause to insure the safekeeping of the records, minutes, papers and documents of the District and Board. All minutes, papers and documents of the Board shall be kept at the BMSEDD office and shall be available for inspection by Board members at all times.

Section 7. 16 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.

Section 7. 17 To countersign checks with any of the other Officers of the Board or the President & Executive Director.

Section 7. 18 To perform such other duties as are usually incumbent upon the secretary of a District, Board or other entity similar in nature to the District.

Treasurer

The duties of the Treasurer shall be:

Section 7. 19 To insure or cause to insure safekeeping of funds and other securities of BMSEDD.

Section 7. 20 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 President or by the Board.

Section 7. 21 To sign documents relating to financial business of BMSEDD and the Board as may be directed by the Board.

Section 7. 22 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.

Section 7. 23 To countersign checks with any one of the other Officers of the Board or the President & Executive Director.

Section 7. 24 To perform such other duties as are usually incumbent upon the treasurer of a District, Board or other entity similar in nature to the District.

ARTICLE VIII: MEETINGS

Section 8. 1 **Rules of Order.** Robert's Rules of Order, Newly Revised, 12th Edition, shall govern the conduct of all Board and Committee Meetings.

Section 8.2 **Public Comment at Meetings.** 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 2 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.

Section 8.3 **Order of Business.** The President & Executive Director shall prepare and submit to the Board, at least twenty-four (24) hours prior to a regular and 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.

Regular Meetings

Section 8.4 The full Board of Commissioners shall meet monthly on the first Monday of the month.

Section 8.5 The regular committee meetings will be held at a time and place as designated by the President.

Section 8.6 A specific schedule of regular committee 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 BMSEDD office. A notice of all regular meetings shall be placed in the official journal of the City of Baker prior to the date of the actual meeting.

Section 8.7 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.

Section 8.8 The President 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.

Section 8.9 Commission meetings must adhere to La. R.S. 42:11 – R.S. 42:28, which require that every meeting of a public body shall be open to the public, except when closed according to law.

Section 8.10 The President 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

Section 8.11 The President 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.

Section 8.12 When calling a special meeting, the President 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.

Section 8.13 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/email, facsimile transmission (fax) or telephone no later than 24 hours before the meeting is to be held.”

ARTICLE IX: ATTENDANCE

Board and Committee Meetings

Section 9.1 In addition to the members of the Board, the President & Executive Director shall attend all meetings of the Commission unless excused from attending by the Executive Committee or directed by the Board not to attend.

Section 9.2 Board members are expected to attend all meetings of the Board of Commissioners, and any standing committee to which they are appointed or elected.

Section 9.3 With respect to the Board, a vacancy shall be deemed to exist if a Board member is absent from three (3) regularly scheduled monthly 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.

ARTICLE X: QUORUM

Section 10.1 The attendance of a majority of the then appointed Board members at any meeting shall constitute a quorum for the transaction of all business.

Section 10.2 A majority shall constitute a quorum at all committee meetings.

ARTICLE XI: COMMITTEES OF THE BOARD

Section 11.1 There shall be one or more Standing Committees and there may be one or more Ad hoc Committees to advise the Board. The Board President appoints the Chair of each committee, except for those committee Chair positions defined in these bylaws. The President must designate at least two additional Board Members to constitute a committee of the Board, with the consent of the Board at any meeting. Each Member appointed to a committee shall serve until replaced by action of the Board President, with the consent of the Board at any meeting. Each committee shall exercise such authority as specified by Board resolution or these Bylaws. Committees may not take action on behalf of the Board, but shall make proposals to the Board. A committee proposal shall constitute a motion for adoption by the Board.

Section 11.2 Standing Committees are those committees that the Board uses on a continual basis to promote and implement the Mission of the Board, and items requested or assigned by the Board President. Each Committee Chair is responsible for contributing to and updating the Board's Strategic Plan. Each committee shall keep minutes of its meeting; and shall report at each regular Board meeting on their activities. Each Standing Committee may upon approval of the Executive Committee, create sub-committees.

Section 11. 2. 1 **Executive Committee.** The Executive Committee is composed of the Officers elected by the entire Board: the President, Vice President, Treasurer, Secretary and Parliamentarian. The Executive Committee is charged with oversight of the Board. The Executive Committee reports on its activities to the Board. The Executive Committee shall be responsible for Board recruitment, orientation, self-assessment, continuing education, and Board operation. The Executive Committee is charged with 1) identifying current and projected vacancies on the Board, assessing the composition of the current Board and identifying gaps in competencies or demographics, and identifying and recommending potential Board Members; 2) developing a position description for Board membership to inform prospective candidates of qualifications in terms of their experience and background and what will be expected of them if they join the Board; 3) orienting new Board Members about the Board and its programs, finances, and plans for the future, Board operations, the staff and Board interactions, and their role in the Board; 4) training new Board Members on how to read financial statements, basic parliamentary procedure, related state/federal laws, best practices for nonprofit boards, and practical experience; and 5) adopting and enforcing Board Policies, and Code of Conduct.

Section 11. 2. 2 **Finance Committee.** The Finance Committee oversee the preparation of the Annual Budget approved at the Annual Meeting and the performance of the Board in meeting its budgeted revenues and expenses. The Finance Committee receives regular reports on the Board's performance in meeting its budget and presents that information to the full Board. The Finance Committee is charged with a wide range of responsibilities, such as managing the Board's investments, overseeing capital campaigns, and raising funds. The Treasurer of the Board shall serve as Chair of the Finance Committee.

Section 11. 2. 3 **Additional Committees Selected by the President.** Other committees such as: 1) Business Development and Job Creation, 2) Civic, Youth and Cultural Infrastructure, 3) Human Capacity and Quality of Life, 4) Physical Infrastructure and 5) Fund Raising may be commissioned as deemed necessary by the President.

Section 11. 2. 4 **Ad hoc Committees.** Ad hoc Committees are formed by the President for a limited period of time to address a specific need. When the work of an Ad hoc Committees is completed, the Committee is dissolved. An ad hoc committee may exist for not more than one (1) year.

ARTICLE XII: PRESIDENT AND EXECUTIVE DIRECTOR

- Section 12. 1 The President & Executive Director shall be the principal operating officers for the Commission. The President & Executive Director shall be responsible for executing the policies and projects of the Commission as a prudent administrator. The President & Executive Director 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, legal, trade development and public relations affairs.
- Section 12. 2 It shall be the duty of the President & Executive Director 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.
- Section 12. 3 It shall be the duty of the President & Executive Director 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.
- Section 12. 4 The President, or the President & Executive Director has the authority to state and disseminate BMSEDD'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 City of Baker, East Baton Rouge Parish and Louisiana laws and statutes; and provided further that BMSEDD shall not take a public position on any parish, state or federal election that involves persons seeking office in those elections.
- Section 12. 5 The President & Executive Director serve as the senior executive and supervisor for all Commission employees.
- Section 12. 6 The President & Executive Director have the power and authority to hire, reprimand and dismiss all Commission staff members.
- Section 12. 7 The President & Executive Director shall be legally domiciled in City of Baker no later than six months after appointment.

ARTICLE XIII: DISBURSEMENT OF FUNDS

Section 13. 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.

Section 13. 2 All disbursement checks for amounts not exceeding \$5,000.00 shall require the signature of both President & Treasurer.

Section 13. 3 All disbursement checks in excess of \$5,000.00 shall require approval of the Executive Committee and signatures of both the President & Treasurer.

Section 13. 4 Disbursements essential for the daily operation of the BMSEDD are necessarily approved in the budget and do not require additional approval of the Executive Committee.

Section 13. 5 The President & Executive Director 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 & Executive Director with concurrence of the Vice-Chairman and Treasurer. Unbudgeted obligations of amounts greater than \$5,000.00 shall require approval in advance by the Executive Committee.

ARTICLE XIV: GENERAL GUIDANCE AND PROCEDURES

Section 14. 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 33:9038.71 as same may be amended from time to time.

Section 14. 2 The Board Members shall serve without compensation.

Section 14. 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.

Section 14. 4 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.

Section 14. 5 The President shall be eligible to cast a vote on all considerations before the Board, unless the President elects or is required by law to abstain from voting on the issue at hand.

Section 14. 6 The Board members shall be reimbursed for expenses incurred in the conduct of official travel on behalf of BMSEDD 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 BMSEDD provided that such travel has been previously authorized by the President & Executive Director. The President & Executive Director travel expenses for overnight and/or out of state overnight shall be approved in advance by the President 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 City of Baker, East Baton Rouge Parish. 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 City of Baker, East Baton Rouge Parish officials for travel undertaken at the request of the Executive Committee or Board.

ARTICLE XV: AMENDMENTS

Section 15. 1 These bylaws may be altered or amended at any meeting of the full Board of Commissioners whereby a quorum is present and by a vote of two-thirds (2/3) of Board Members, provided that the alteration or amendment is consistent with all ordinances and regulations enacted by the City of Baker 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 full Board of Commissioners, 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.

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