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## **MENDOCINO COAST RECREATION AND PARK DISTRICT BYLAWS**

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

### **ARTICLE I – 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 Resource Code (Sections 5780 et. seg.). This District is in Mendocino County of the State of California.

### **ARTICLE II – MISSION AND PURPOSE**

The mission and general purposes of the Mendocino Coast Recreation and Park District shall be:

- A. To provide opportunities on the Mendocino Coast that promote physical and mental well-being for everyone, through active play, recreational programs, and community enrichment.
- B. To acquire or operate needed recreation and park facilities; to develop needed facilities; and to preserve and conserve open space.
- C. To work and coordinate with other agencies to support a healthy community and natural environment by developing, providing, and maintaining high quality recreation services and facilities, and preserving and conserving open space and public access to nature.

### **ARTICLE III – MEETINGS**

#### Section 1 – Meetings

In general, meetings of the Board of Directors shall be open and public, in conformity with applicable state law and these bylaws.

#### Section 2 – Regular Meetings

Regular meetings of the Board of Directors shall be held on the third Wednesday of each month at 4:00pm. Meetings may be held at various, publicly accessible locations within the District. Date and time 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 on the posted meeting agendas. Agendas will be posted at the MCRPD District office and on the MCRPD website. 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.

### 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 adjourn. If all members are absent from any regular meeting, the Board Clerk, District General Manager, or Secretary of the Board of Directors may declare the meeting adjourned to a stated time and place, and she/he/they 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 twenty-four (24) hours after the time of the adjournment.

### Section 4 – Continuance

Any hearing being held or noticed or ordered to be held by the Board of Directors, at any meeting may by order or notice 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 twenty-four (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 General Manager, Chairperson of the Board of Directors, or by a majority of the members of the Board. An email notice will be sent to each member of the Board and to each local radio station, newspaper, and any person requesting notice in writing. An agenda shall be posted at the MCRPD administrative office and on the MCRPD website. The email and posted agenda 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.

### Section 6 – Closed Sessions

The Board of Directors may conduct a closed 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 requests a public hearing. The Board of Directors may exclude from any closed session 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 will be necessary to constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by the majority of the Board of Directors shall be regarded as the act of the Board of Directors, unless a greater number is required by law.

### Section 8 – Meeting Business

The order of business at regular, continued, 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 a future agenda prior to the posting of the agenda, or by Board action prior to the approval of the agenda at any meeting, except for Special Board Meetings.

### Section 9 – Parliamentary Procedures and Rules

Meetings shall be governed by Rosenberg'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 an 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.

## 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 the 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 as Liaison Officer for the Board, the Chairperson shall conduct 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 the Chairperson’s duties. The Vice-Chairperson may call special meetings of the Board should the Chairperson refuse to do so.

## Section 4 – Secretary

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.

# 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 four-year term and shall be elected by the eligible voting residents of the District.
- B. Two of the Board members’ terms shall run concurrently. Terms of the remaining three Board members will be offset from the two concurrent terms by two years and those three Board member terms shall run concurrently. Election of the Board members shall comply with the provisions of the California Election Code and Public Resources Code pertaining to Recreation and Park Districts.
- C. In the event there is a vacancy on the Board and that term of office has not expired, then the vacancy shall be filled by appointment by the remaining members of the Board for the balance of the unexpired term.

# ARTICLE VI – POWERS AND DUTIES OF THE DISTRICT

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, and conduct programs of recreation activities.
  2. Establish systems of recreation and recreation facilities, including parks and trails; and
  3. Acquire, construct, improve, maintain, and operate recreation facilities within or beyond 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 conducting 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 or 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 conduct 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 and 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 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 conduct 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 illnesses 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 for reasonable expenses therefore, 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.
- J. A majority vote of the members of the District Board is required for 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 VII – COMMITTEES

## Section 1 – Standing Committees

Board member assignments to 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. Finance
- B. Human Resources
- C. District Services

Committee membership will consist of no more than two Board members. Residents of the District may be appointed to a committee if deemed necessary by the Board of Directors. The District General Manager shall be ex-officio member to these committees.

All standing committees established under this section shall comply with the applicable requirements of the Brown Act, including public notice, access, and participation requirements.

## Section 2 – Special Committees

The Chairperson of the Board of Directors may establish special committees as deemed necessary to conduct the objectives and goals of the District. A special committee shall consist of no more than two Board members. The Chairperson may appoint Board members to serve on such committees and may also appoint residents of the District to participate as advisory members when appropriate. Board members shall serve as voting members of the special committee. District staff may be assigned to support the special committee and shall serve in an ex-officio, non-voting capacity.

All special committees established under this section shall comply with the applicable requirements of the Brown Act, including public notice, access, and participation requirements, unless the special committee qualifies for an exemption under applicable law.

## 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 binding the Board of Directors as a whole unless delegated authority to do so by prior vote of the Board.

## Section 4 – Committee Duties

Shall include, but not be limited to:

- 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.

B. Human Resources

To study and make recommendations concerning the following:

1. Revisions to and/or adoption of employee annual salary increases, leaves of absences, holidays, benefits, and overtime compensation, as denoted in the employee handbook.
2. Periodic review and revisions to Employee Handbook.
3. Job descriptions.
4. The creation or elimination of any job position.
5. A periodic review of independent contractors and new contractors, as needed.

C. District Services

To study and make recommendations concerning the following:

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

## ARTICLE VIII – DISTRICT EMPLOYEES

### Section 1 – General Manager

The Board of Directors shall hire a General Manager. The General Manager shall be the chief executive officer and chief manager of the District. The General Manager shall also be the Clerk of the Board and shall perform all the duties imposed by law upon the Clerk. The General Manager shall, under the direction of the Board of Directors, be responsible for the overall administration of the District. The General Manager may employ staff to implement functions of the District and shall also have the authority to terminate employees if necessary.

The General Manager shall, under direction of the Board of Directors,

- A. Organize the District recreation and park programs, headquarters, facilities, and employees.
- B. Study and recommend actions regarding property acquisition and development.
- C. Update and implement the District Master Plan.
- D. Prepare reports on accomplishments and needs.
- E. Prepare necessary Board meeting materials.
- F. Conduct any and all directives and policies established by the Board of Directors.

The General Manager and the Business Manager 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 applicable to California special districts, and have an annual audit performed.

In absence or incapacity of the General Manager, the Board may designate an Interim or Temporary General Manager or temporarily delegate the responsibilities, powers, and duties of the General Manager to the District Recreation Manager or District Business Manager.

## Section 2 – Other District Employees

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

# ARTICLE IX – DISTRICT FINANCES

## Section 1 – Annual Budget

The General Manager and Business Manager shall submit a preliminary draft budget to all relevant District committees no later than May 30 of each year for the ensuing fiscal year. Any Committee recommendations shall be submitted to the Finance Committee for consideration during review of the draft budget. The Finance Committee shall recommend to the Board of Directors action on a draft budget before or during the regularly scheduled June Board of Directors Meeting for the ensuing fiscal year. On or before July 1 of each year, the Board of Directors shall publish a notice, at least once, stating: (1) that the draft annual 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 adopting the final annual 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 General Manager shall examine and approve the monthly payroll. Employees will be paid bi-weekly. The General Manager will confer with the Finance Committee on substantial changes in personnel-related costs and expenditure forecasts.

### B. All Other Expenditures

The General Manager may present any other obligations of the District to the Finance Committee or request approval by the Board of Directors at a regular meeting. Such approval shall be evidenced by the certification of the Chairperson or acting Chairperson of the Board and the Secretary of the Board. After such approval, such claims shall be paid. All non-payroll expenditures will comply with the provisions and requirements of the following Sections 3, 4, 5, 6, and 7. Public Contract Code 22000-22045 governs District expenditures.

## Section 3 – Expenditures up to \$5,000.

The General Manager may purchase materials or supplies or award any contract with 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 General Manager may purchase materials or supplies or award any contract for a sum more than \$5,000 and not exceeding \$25,000 without the approval of the Board of Directors. The District shall attempt to obtain three (3) firm quotes for such materials, supplies, or contract prior to making such expenditure. Public Contract Code 22000-22045 governs District expenditures.

## Section 5 – Expenditures of \$25,001 - \$60,000. – Public Contract Code 22032

Public projects of sixty thousand dollars (\$60,000) or less may be performed by the employees of the District by force account, by negotiated contract, or by purchase order. To the extent permitted by law, the District may give preference

to local businesses. When the expenditures will exceed the sum of twenty-five-thousand dollars (\$25,000) and the District elects to solicit bids, the contract shall be awarded to the least-cost responsive and responsible bidder. All such contracts shall be awarded by action of the District Board of Directors.

#### Section 6 – Expenditures of \$60,001 - \$200,000 – Public Contract Code 22032

Public projects of two hundred thousand dollars (\$200,000) or less may be let to contract by informal procedures as set forth in this article. Informal bids shall be based on at least three (3) bids or quotes. Bids can be solicited by written request, publication, and/or posting on the District website at least ten (10) calendar days before bids are due. To the extent permitted by law, the District may give preference to local businesses. When the expenditures will exceed the sum of sixty-thousand dollars (\$60,000), the contract shall be awarded to the least-cost responsive and responsible bidder. All such contracts shall be awarded by action of the District Board of Directors.

#### Section 7 – Expenditures over \$200,001 – Public Contract Code 22032

Public projects of more than two hundred thousand dollars (\$200,000) shall, except as otherwise provided in this article, be let to contract by formal bidding procedure. The formal bid process includes: a notice inviting formal bids, formal bid opening by the General Manager, review by the District Board of Directors, and award by the District Board or rejection of all bids.

Before any formal bid process begins, MCRPD Board of Director's will engage a professional consultant to develop a feasibility study and strategic plan prior to the initiation of the formal bid process. The MCRPD Board of Directors will document and publish the report for public review and comment at least 60 days prior to the award of contract.

**Grant-funded activities may have more stringent bid requirements.** The MCRPD Board of Directors will seek independent professional guidance for any capital project expenditure more than \$200,000 to ensure that all grants and the award of grant-related contracts comply with applicable codes, regulations, and guidelines.

The General Manager shall present the bid opening records for acceptance or rejection to the Board of Directors at a regular or special meeting. The District Board may (1) reject all bids/quotes and direct solicitation of new bids/quotes, (2) may elect to purchase the materials or supplies in the open market by a four-fifths supermajority vote, or (3) choose to construct the building, structure, or improvements by force account. The Board of Directors may waive formal bid procedures to purchase from another public agency or purchase through another public agency, by using the formally accepted bids of that public agency.

#### Section 8 – 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 9 – Financial Reports

An account record of budget expenditures shall be kept and a statement showing the state of the budget funds shall be presented quarterly to the Board of Directors by the District General Manager and/or Business Manager.

#### Section 10 – Receipts Other Than Taxes

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

#### Section 11– Fiscal Year

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

### Section 13 – Leases, Contracts, Etc.

All leases, contracts, and the like entered by the Board and receiving Board approval shall be signed by the Chairperson or otherwise delegated by the Board of Directors, unless otherwise required by law, at a duly convened Board of Directors' meeting.

### Section 14 – Special Services and Materials

Notwithstanding the provisions of Section 6 and 7 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, specialized services, or specialized advice in financial, economic, accounting, engineering, legal, recreational, construction or maintenance, or administrative matters, or any other special service determined by the Board of Directors. Such persons or firms or agencies must be particularly trained and demonstrably experienced and competent to perform the special services required or furnish the unique or unusual equipment or supplies not procurable from competitive procedure. The determination of the Board of Directors regarding the special services, specialized equipment or supplies, or advice required and the Board decision to negotiate a contract or authorize purchases therefore shall be conclusive.

### Section 15– 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, if it should be disposed of for the purpose of replacement, or because it is unsatisfactory or not suitable for District uses. The Board of Directors may order the sale or leasing of any District-owned property.

## ARTICLE X – AMENDMENTS

These bylaws may be amended or modified by the Board of Directors by resolution adopted and approved by simple majority 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 regular meetings.