

BYLAWS

TERREBONNE ECONOMIC DEVELOPMENT AUTHORITY

(* the bylaws will be "further amended by Act ____ of the 2005 Legislative Session)

ARTICLE I – NAME

This organization is created by Louisiana State Statute, Act No. 2 of the 1989 Regular Session, as amended in 2004 (Act No. 622 of 2004)*, and is known as the Terrebonne Economic Development Authority, and is referred to in these Bylaws as the "Authority" or the "District."

ARTICLE II – MISSION STATEMENT

The Terrebonne Economic Development Authority will work in partnership with local government and the private sector to expand the economic base of Terrebonne Parish and to enhance the employment and earnings opportunities of parish residents by preparing the local workforce and by fostering a business climate in the parish and region conducive to the retention and expansion of existing business and industry as well as attracting desirable new employers consistent with the strengths of Terrebonne Parish and its workforce and with the area's quality of life. *The Authority will also implement and continually upgrade the goals and objectives of the Terrebonne Parish Strategic Plan.* These efforts will be undertaken in cooperation with other regional entities.

ARTICLE III – PURPOSE

Section 1. The Terrebonne Economic Development Authority is organized and enabled according to Act No. 622 of 2004* by the Louisiana State Legislature. The Authority is constituted and is declared to be a body politic and political subdivision of the State of Louisiana, as defined in Article VI, Section 44 of the Constitution of Louisiana.

Section 2. Pursuant to Article VI, Sections 19 and 21 of the Constitution of Louisiana, the Authority, acting through its Board of Commissioners, the governing authority of the District, is granted all the rights, powers, privileges, and immunities granted to political subdivisions for industrial, commercial, research, and economic development purposes.

Section 3. Said purposes include, but are not limited to the power of taxation, the power to incur debt and issue revenue and general obligation bonds, certificates of indebtedness, bond and certificate anticipation notes, and refunding bonds, subject to the limitations of Act. No. 622 of 2004* and the applicable provisions of state and federal law.

ARTICLE IV – OFFICES

The Board of Commissioners of the Terrebonne Economic Development Authority shall maintain its principal office within the boundaries of Terrebonne Parish, Louisiana.

ARTICLE V – BOARD OF COMMISSIONERS

Section 1. In accordance with Act No. 622 of 2004* the Board of Commissioners of the Terrebonne Economic Development Authority shall consist of twelve (12) members, one of whom shall be a non-voting member. Nominations and appointments to the Authority's Board of Commissioners shall be in accordance with Act No. 622 of 2004* and as enumerated in the following sections.

Section 2. The Parish President of Terrebonne Parish shall have one appointment to the Authority's Board of Commissioners. This member shall be a voting member of the Board of Commissioners.

Section 3. The Terrebonne Parish Council shall have two appointments to the Board of Commissioners. One appointment shall be made from a list containing at least two (2) nominees submitted to the Parish Council by the Terrebonne Chapter of the National Association for the Advancement of Colored People. These two appointments shall be voting members of the Board of Commissioners of the Authority.

Section 4. The Terrebonne Parish Council shall appoint three (3) persons to the Board of Commissioners from a list of six (6) nominees [two for each position] submitted by the Houma-Terrebonne Chamber of Commerce. One of these appointments shall be reserved for an African-American. These three members shall be voting members of the Board of Commissioners.

Section 5. The Terrebonne Parish Council shall appoint three (3) persons to the Board of Commissioners from a list of six (6) nominees [two for each position] submitted by the South Central Industrial Association. One of these appointments shall be reserved for a woman. These three members shall be voting members.

Section 6. The L.E. Fletcher Technical Community College shall nominate two persons for this Board and submit said list to the Parish Council, which shall appoint one (1) person to the Board. This appointee shall be a voting member of the Board of Commissioners.

Section 7. The Terrebonne Parish School Board shall nominate two persons for this Board and submit said list to the Parish Council, which shall appoint one (1) person to the Board. This appointee shall be a voting member of the Board of Commissioners.

Section 8. Nicholls State University shall appoint one person to sit on the Board of Commissioners. This member shall be a non-voting member.

Section 9. All voting members of the Board of Commissioners shall further conform to the specific requirements for membership as enumerated in Section 130.252 of Act No. 622 of 2004* with respect to citizenship, voting residence and business relationship.

ARTICLE VI – OFFICERS

Section 1. The officers of the Authority’s Board of Commissioners shall be the following:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer

Section 2. President. The President shall be the principle officer of the Authority and shall, in general, supervise and control all of the business and affairs of the Authority. The duties of the President shall be:

- a) To preside at all meetings of the Board of Commissioners with the right to vote on all issues, unless he/she elects or is required by law to abstain from voting on the issue at hand. The President shall be required to vote to break a tie vote.
- b) To see that the laws of the State of Louisiana, the Parish of Terrebonne, and the directives and policies of the Board of Commissioners are faithfully observed and executed.
- c) To call Special Meetings of the Board at his/her discretion, or upon the request of ~~six~~ (6) a majority of appointed members of the Board of Commissioners of the Authority.
- d) To serve as an *ex-officio* member of all committees with the right to vote on all issues.
- e) To insure aggressive pursuit of those objectives established by the Board of Commissioners, as provided for by law.
- f) To countersign with the Treasurer or any other properly authorized officer or staff of the Authority, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Commissioners have authorized to be executed.
- g) To establish committees composed of members of the Board of Commissioners and, if warranted by special circumstances, Task Forces composed of both members of the Board and others with special expertise to study and report on specific topical areas of concern to the President and/or the Board of Commissioners.
- h) In general to perform such other duties as are usually incumbent upon the President of an economic development office, or as may be prescribed by the Board of Commissioners from time to time.

Section 3. Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall have all the powers of and be subject to the restrictions upon the President. The duties of the Vice-President shall be:

- a) To 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.
- b) To handle routine but necessary Authority business, at times other than official meetings whenever the President's absence from the area of incapacity due to illness prevents the President from handling such matters.
- c) To succeed to the office of the President, should a vacancy occur in this office, 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 of Commissioners shall elect a new President from a list of nominees prepared and submitted by an *ad hoc* Nominating Committee. A Vice-President who has temporarily assumed the office of President shall not serve on a Nominating Committee formed for the purpose of preparing a list of nominees for the office of President.
- d) To countersign checks with any other officer of the Board of Commissioners or duly authorized staff.
- e) To perform such other duties that from time to time may be assigned to him/her by the President or by the Board of Commissioners.

Section 4. Secretary. The Secretary shall have the following duties:

- a) When required, to attest to any official document of the Terrebonne Economic Development Authority and/or the Board of Commissioners with her/her signature and official seal of the Authority.
- b) To keep or cause to be kept, a record of the minutes of all meeting of the Board of Commissioners and all committee meetings in one or more books provided for that purpose.
- c) To insure or cause to insure the safekeeping of the records, minutes, papers and documents of the Authority and Board of Commissioners. All such records, minutes, papers and documents shall be kept at the Authority's office and shall be available for inspection by Board members at all times.
- d) To insure that all notices are duly given in accordance with the provisions of these Bylaws and applicable public meeting laws of the State of Louisiana.
- e) To be the official Records Custodian of the Authority and the Board of Commissioners.
- f) In the absence of the Treasurer, to serve as acting Treasurer and assume all duties of the Treasurer until a new Treasurer is elected by the Board.
- g) To countersign checks with any other officers or duly authorized staff of the Authority.
- h) To keep a register of the post office address of each member of the Board of Commissioners
- i) To perform such other duties as are usually incumbent upon the office of Secretary of a commission, board or other entity similar in nature to the Authority, or as assigned by the President and/or the Board of Commissioners.

Section 5. Treasurer. If required by the Board of Commissioners, the Treasurer shall give a

bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Commissioners shall determine. The duties of the Treasurer shall be:

- a) To maintain or cause to be maintained charge, custody of and responsibility for all funds and securities of the Authority from any source whatsoever.
- b) To deposit all such monies in depositories as shall be selected in accordance with the provisions of these Bylaws.
- c) To make or cause to be made a monthly financial report of receipts and disbursements to be presented at Regular Meetings of the Board of Commissioners.
- d) To submit any other special reports required by the President or by the Board.
- e) To sign documents relating to financial business of the Authority and the Board of Commissioners as may be directed by the Board.
- f) To countersign checks with any one of the other officers of the Board or duly authorized staff.
- g) In the absence of the Secretary, to serve as acting Secretary and assume all the duties of the Secretary until a new Secretary is elected by the Board.
- h) In general to perform all the duties incumbent upon the office of Treasurer of a similar entity, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Commissioners.

Section 6. All officers shall be elected annually at the Regular Meeting held in December with the term of each officer beginning on the date of the first meeting in the following calendar year. Officers of the Board of Commissioners shall hold office for one year, or until successors are elected. No office may be held by the same Board member for more than three (3) consecutive terms.

Section 7. 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 8. An officer whose term of office has expired, 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 elected.

Section 9. No elected public official shall be permitted to serve as a member of the Authority's Board of Commissioners.

Section 10. The Board of Commissioners shall select and employ the Chief Executive Officer (CEO), **as enumerated in Section 130.252 of Act No. 622 of 2004***, whose compensation package shall be determined by the Board.

Section 11. Elections shall be effected by majority vote.

ARTICLE VII – COMMITTEES

Section 1. The Terrebonne Economic Development Authority shall have the following standing committees whose powers, duties and responsibilities are described below:

1. Executive Committee: This committee shall be comprised of all the duly elected officers of the Board of Commissioners of the Authority and one additional member at the discretion of the President of the Authority. The Executive Committee shall have and exercise all the power and authority of the Board of Commissioners in the management of the Authority and acts on behalf of the Board of Commissioners between Regular Commission meetings when a speedy decision on a critical issue is necessary. The Executive Committee, however, shall not have the power to suspend, modify or amend these Bylaws. Any action taken by the Executive Committee is subject to review and possible reversal by the Board of Commissioners of the Authority unless contractual or vested rights of the third party are adversely affected. The Authority's CEO shall serve as a non-voting *ex officio* member of the Executive Committee.
2. Finance/Audit Committee: This committee is responsible for preparation and submission of the annual budget, including monthly financial reports, general fiscal management, and accounting practices, and any other relevant duties assigned by the President or Board of Commissioners.
3. Business Retention/Expansion Committee: This committee is responsible for maintaining communication with the business community and sponsoring business appreciation activities, and any other relevant duties assigned by the President or Board of Commissioners.
4. Business Climate Improvement Committee: This committee shall focus on improving the local business environment; shall review taxation, infrastructure development, undertake research and any other relevant issue assigned by the President or Board of Commissioners.
5. Marketing Committee: This committee shall be responsible for creating promotional brochures and advertising materials for regional and national placement, hosting visiting business/industry prospects and any other relevant activity assigned by the President or Board of Commissioners.
6. Workforce Development Committee: This committee shall be responsible for working with the appropriate educational/training institutions and programs to ensure adequate workforce preparation to support existing and potential business and industry in the parish, and any other relevant activity assigned by the President or Board of Commissioners.

Section 2. The chairmanship and members of all standing committees shall be at the sole discretion of the President of the Authority's Board of Commissioners.

Section 3. The President shall have the right to establish *ad hoc* committees to address special issues as the need arises and to appoint the chairman and members of any such committee. The President and the CEO shall serve as *ex officio* members of each *ad hoc* committee. In this capacity the CEO shall have no voting authority. Any such *ad hoc* committee shall be discharged upon completion of its assignment.

ARTICLE VIII – FINANCIAL MANAGEMENT

Section 1. The Board of Commissioners shall adopt an annual budget at its meeting in November for the following year. (*The Board may want to include the provision about finances contained in Council Resolution No. 05-083 – PAL*)

Section 2. It shall be the duty of the Treasurer to oversee management of all funds of the Authority, accounting for same to the Board of Commissioners.

Section 3. The Board of Commissioners may authorize by Resolution the President or Vice-President or the CEO to enter into any contract or execute and deliver any instrument on behalf of the Authority and such authorization may be general or confined to specific instances.

Section 4. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall be determined by the Board of Commissioners. In the absence of such determination by the Board of Commissioners, such instruments shall be signed by an officer of the Board of Commissions and countersigned by the CEO.

Section 5. All those authorized to sign said instruments obligating the Authority for payment shall be bonded for an amount to be determined by the Board of Commissioners.

Section 6. Upon approval of the annual budget, the officers may be authorized to make disbursements on account of expenses provided for in the budget without further approval of the Board of Commissioners.

Section 7. No non-budgeted disbursements of the funds of the Authority shall be made unless the same shall have been approved, authorized and ordered by the Board of Commissioners.

Section 8. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such local banks, trust companies, or other depositories as the Board of Commissioners may select, provided that such financial institution(s) or other depository(s) shall be insured by the Federal Deposit Insurance Corporation to secure the amount deposited.

Section 9. All disbursement of funds approved by the Board of Commissioners or the Executive Committee shall be by checks drawn against a checking account maintained in a local bank by

the Authority.

Section 10. All disbursement checks for amounts of \$2,000.00 or less shall require the signature one (1) officer or the CEO.

Section 11. All disbursement checks in excess of \$2,000.00 but no more than \$5,000.00 shall require the signatures of two (2) officers, or signatures of one (1) officer and the CEO. Disbursement checks in excess of \$5,000.00 shall require the signature of two (2) officers of the Authority.

Section 12. The Chief Executive Officer (CEO) may, for reasons of expediency, incur warranted and proper unbudgeted obligations on behalf of the Board of Commissioners for purchases of goods or services for amounts not exceeding \$500.00. The CEO may approve expenditures between \$501.00 and \$2,500.00 with concurrence of the President and Treasurer. Unbudgeted obligations of amounts greater than \$2,500.00 shall require approval in advance by the Executive Committee.

Section 13. The Terrebonne Economic Development Authority will adhere to the applicable rules, regulations, procedures and ordinances of Terrebonne Parish Consolidated Government as they relate to the purchase of goods and services (excluding Professional Services).

Section 14. The Executive Committee of the Authority is authorized to approve the issuance of requests for proposals, to approve the selection of service providers and to enter into professional services contracts no to exceed \$150,000.00 in order to carry out the mission of the Terrebonne Economic Development Authority. Professional services contracts in excess of \$150,000.00 will be approved by the Terrebonne Parish Council.

Section 15. The Board of Commissioners may accept on behalf of the Authority any contribution, gift, or bequest for general purpose or for any special purpose of the Authority.

ARTICLE IX – COMPENSATION

Section 1. No member of the Board of Commissioners of the Authority shall receive compensation for attendance at any meeting pertaining to Authority business.

Section 2. No member of the Authority's Board of Commissioners shall receive any other salary or compensation for his/her services as a member of the Board of Commissioners, other than reimbursement of actual expenses incurred, in accordance with Section 3, provided funds are available.

Section 3. Board members and employees shall be reimbursed for reasonable expenses incurred in the conduct of official travel on behalf of the Authority provided that such travel has been previously approved by the Executive Committee or the Board of Commissioners. Automobile mileage shall be reimbursed in accordance with the prevailing rate established by the Parish of Terrebonne. Lodging, travel expenses and food costs shall be reimbursed on a

direct cost basis. All requests for reimbursement of travel-related expenses shall be accompanied by appropriate substantiation and documentation.

Section 4. The Executive Committee or Board of Commissioners shall also have the authority to reimburse expenses incurred by elected Terrebonne Parish officials for travel undertaken at the request of the Executive Committee or Board of Commissioners.

ARTICLE X – CONFLICT OF INTEREST

Section 1. Whenever a Commissioner or Authority committee member has cause to believe that a matter to be voted upon would involve him/her in a conflict of interest, that Commissioner or Authority committee member shall announce the conflict of interest and shall abstain from both discussion and voting on such matter.

Section 2. If a Commissioner or Authority committee member has cause to question whether there, in fact, exists a conflict of interest, he/she shall announce such possible conflict and the question of whether an actual conflict exists shall be decided by a majority vote of the Commissioners or Authority committee members present excluding the Commissioner or Authority committee member announcing the possible conflict of interest and excluding any other Commissioner or Authority committee members present who have already been disqualified from discussion or voting on the issue because of their own conflict of interest.

Section 3. It shall be the responsibility of each member of the Authority's Board of Commissioners 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, R.S. 42:1101 *et seq.*, as amended from time to time.

~~ARTICLE XI – INDEMNIFICATION~~

~~Note: This Article may not be necessary. The Bylaws of the SCPDC, the SCIA [a 501 (c)(6) non profit organization], JEDCO, and the Port Commission contain no such indemnification provision. Of the Bylaws consulted, only the Chamber's [also a 501 (c)(6)] contains an indemnification clause.~~

ARTICLE XII – MEETINGS

Section 1. The Regular Meetings of the Board of Commissioners will be held at a time and place as designated by the President.

Section 2. The Board shall meet monthly on *(a date to be decided by the Board)* ~~the third Wednesday of each month~~. A specific schedule of Regular Meetings of the Board of Commissioners shall be developed and provided to each member.

Section 3. The schedule of Regular Meetings, or notices of meetings, shall be posted at the Terrebonne Economic Development Authority office and on public bulletin boards near the

Parish Council Meeting Room located on the second floor of the Government Tower Building, 8026 Main Street, Houma, LA. In addition a notice of all Regular Meetings shall be placed in the official journal of the Parish of Terrebonne prior to the date of the actual meeting.

Section 4. Special Meetings of the Board of Commissioners may be called by the President of the Board at his/her discretion, but must call a Special Meeting upon the request of any six (6) Board members.

Section 5. When calling a Special Meeting, the President shall make known the purpose(s) for which the meeting is called. Only those matters that 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 6. The Secretary shall cause a written notice of the time and place of a Special Meeting to be mailed, facsimiled, emailed, or hand delivered, to each Board member, at the addresses of the Board members as they appear in the records of the Authority, at least two days before the day on which the meeting is to be held, or shall communicate the notice of such meeting to each Board member by telecopy (facsimile), email or telephone no later than twenty-four (24) hours before the meeting is to be held.

Section 7. The CEO shall prepare and submit to the Board, at least forty-eight (48) hours prior to a Regular Meeting 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 Board at its discretion may alter the Order of Business. All such meeting agendas shall be posted at the Authority's office and on public bulletin boards near the Meeting Room of the Terrebonne Parish Council as noted in Section 3.

Section 8. In addition to the members of the Board, the Authority's Chief Executive Officer shall attend all meetings of the Board of Commissioners unless excused from attending by the Executive Committee or as otherwise provided in the CEO's contract, or directed by the Board not to attend.

Section 9. All Board members are expected to attend all Regular and Special Meetings of the Board of Commissioners.

Section 10. ***All Standing Committees shall meet on a "as needed basis" rather than quarterly, with a 72 hour notice*** ~~All Standing Committees shall at a minimum hold quarterly meetings~~ subject to the provisions of these Bylaws with respect to time, place agenda, official notice and notification that pertain to the Regular Meetings of the Board of Commissioners. Upon proper notice Standing Committees may meet more frequently as needs dictate. Standing Committee meetings when held are to be held in advance of the scheduled Regular Meeting of the Board of Commissioners, if possible, so that the minutes of the committee meeting may be considered and ratified at the Regular Meeting.

Section 11. With respect of the Board, a vacancy shall be deemed to exist if a Board

members 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.

Section 12. In order to have an absence from a regularly scheduled Board meeting approved, the absent Board member shall submit to the Executive Committee *written correspondence should be received no later than five (5) days after the date of the missed board meeting*, ~~not later than fifteen (15) days~~ after the date of the missed Board meeting, a letter setting forth the reason(s) 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 the Executive Committee excuses an absence from a regularly scheduled Board meeting then such absence shall not be deemed to be an absence for the purposes of determining a Board vacancy.

Section 13. With respect to committees of the Board, a vacancy shall be deemed to exist if a committee member is absent for three (3) consecutive Standing Committee meetings or has attended less than fifty percent (50%) of quarterly 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.

Section 14. All Regular and Special Meetings of the Board of Commissioners of the Authority, including all committee meetings, are open to the public, subject only to the provisions of state law governing Executive Session.

Section 15. Members of the public may offer comments at all meetings of the Board of Commissioners, subject to rules of decorum, germaneness and time limits established by the Board for such matters.

. ARTICLE XIII – QUORUM

Section 1. A quorum of the Board of Commissioners of the Terrebonne Economic Development Authority shall consist of a majority of ~~six (6)~~ voting members.

Section 2. A Resolution of the Board of Commissioners shall be adopted by a majority of ~~six (6)~~ voting members.

Section 3. A Motion of the Board of Commissions or Authority committee shall be adopted by a simple majority of the voting members present, providing a quorum is present at the meeting or committee meeting.

Section 4. All members shall be required to be physically present at the meeting in which his/her vote is recorded. Voting by proxy or telephonically is not allowed.

ARTICLE XIV – PARLIAMENTARY PROCEDURE

The Proceedings of the Board of Commissioners of the Terrebonne Development Authority shall be governed by and conducted in accordance with Robert's Rules of Order, Newly Revised; a New and Enlarged Edition.

ARTICLE XV – AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds vote of those present at any Regular or Special Meeting called for that purpose of the Board of Commissioners of the Authority, provided that a quorum is present.

Section. 2. Notice of all proposed amendments shall be mailed, facsimile, or emailed to each member of the Board of Commissioners and the Official Journal of Terrebonne Parish Consolidated Government at least eight (8) days prior to the meeting at which such amendments are to be considered for adoption, provided proper and legal notice of said meeting has been given in advance.

ARTICLE XVI – AUDIT

Section 1. The accounts of the Terrebonne Economic Development Authority shall be audited annually as the close of business on December 31 by an independent certified public accountant selected by the Board of Commissioners.

Section 2. The audit shall comply with all applicable provisions of Act. No. ___ of 2004*

Section 3. The Auditor's report shall be available to the Board of Commissioners and the general public for examination.

ARTICLE XVII – ENACTMENT

These Bylaws were adopted on the _____ day of _____, 2005, by the Board of Commissioners of the Terrebonne Economic Development Authority.

ATTEST:

President

Secretary

(SEAL)

6/10/05

Amendment to HB 820 would require TEDA financials be presented to the Parish every six (6) months and published in the parish's official journal, which is the Courier annually. ~~publish its financial statements in the official parish journal, which is The Courner.—.~~