

**Lower Ninth Ward Economic Development District
BY-LAWS**

Article I:

Section 1.1 **Name:** The name of this agency shall be the Lower 9th Ward Economic Development District (L9EDD) “The District.”

Article II: Creation and Boundaries

Section 2.1 **Creation.** Thereby created within Orleans Parish the Lower Ninth Ward Economic Development District, also referred to in this Section as “The District”. The District shall be a special district and political subdivision of the state created pursuant to Louisiana Revised Statute § 33:2740.54 to plan and facilitate the revitalization of the residential and commercial areas within the district, which activities shall include, but not be limited to, developing the area included within the District in order to provide for substantial economic activity and employment opportunities.

Section 2.2 **Boundaries.** The district shall include the area within the following boundaries: the western boundary will be the Industrial Canal, the eastern boundary will be the St. Bernard Parish line, the northern boundary will be the Intracoastal Waterway, and the southern boundary will be the Mississippi River. (Add District Map)

Article III: Mission

Section 3.1 **Mission.**

The mission of the Lower Ninth Ward Economic Development District is to foster business growth, employment, and economic development of the area within the District through planning and implementation of sustainable, innovative solutions to improve the quality of life for all.

Article IV: Governance, Powers and Duties

Section 4.1 **Governance.** The District shall be managed by an eleven-member

board of commissioners, referred to in this Section as the "Board". The Board shall be composed as provided by Louisiana Revised Statute § 33:2740.54(B).

Section 4.2 **General Powers and Duties.** The District, through the Board, shall have and exercise all powers of a political subdivision necessary or convenient for the carrying out of its objects and purposes in accordance with RS 33:130,303. The district shall not be deemed to be an instrumentality of the State for purposes of Article X, Section 1 (A) of the Constitution of Louisiana.

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 and the treasurer.

Section 4.5 **District Strategic Plan.**

The board shall prepare or cause to be prepared a plan or plans, referred to as a "development plan", specifying the public improvements, facilities, and services proposed to be furnished, constructed, or acquired for the district. The board and the District shall comply with Louisiana Revised Statute § 33:2740.54(D) and (E) in connection with any such development plans.

Article V: Membership

Section 5.1 **Classes of Members.** The Board shall be composed of members as defined in LA R.S. 33:2740.54(B).

Section 5.2 **Initial Appointments and Terms.** All Board Members appointed by outside authorities—that is, those identified in subsections C.1.(a)-(i) of LA R.S. 33:2740.54(B)—shall serve initial terms as described in the

statute. Board Members appointed by the Board—that is, those identified in subsections C.1.(j)-(k) of LA R.S. 33:2740.67—shall serve ____2____ years. This term refers to subcommittees. The board appointing authority will submit a letter which will include the nominated individual(s).

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

5.3.1 **General Terms.** After the expiration of the initial Board Member terms, Board Members appointed by outside authorities shall serve four 2-year consecutive terms. Appointing authorities can renew/reappoint based on their discretion.

5.3.2 **Successors.** Upon expiration of a Board Member's term, his/her successor shall be appointed in accordance with the procedures prescribed La. R.S. 33:2740.54(B), except as otherwise provided in these bylaws.

Section 5.4 **Vacancies.** Any vacancy shall be appointed in accordance with the procedures prescribed in La. R.S. 33:2740:54 (B4). 5.4.1

Section 5.5 **Resignation and Removal of Members.** Board Members appointed by a given authority or the board can make recommendations to be removed by the Board at any time. A Board Member may resign from the Board at any time. The Board may make recommendations to remove a member by the affirmative vote ____2/3____ (percentage or majority) of Board Members present at any regular or special meeting of the Board. However, such Board Member shall be given at least ____10 business 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: anyone alleged to be in violation of the ethics statutes and/or any federal, state or local laws.

5.5.1 A Board Member's failure to attend ___3___ regularly scheduled meetings of the Board without a reasonable justification shall constitute cause for recommendation for removal of the Member from the Board. A Board Member who has been absent from ___2___ 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 **Training.** All Board Members shall be required to complete the following topics:

- a) Louisiana Board of Ethics Training,
- b) Attend and participate in board meetings or send representative (put to a vote which way board wants participation)
- c) Complete financial statement forms
- d) By-Laws; and
- e) Robert's Rules of Order (Parliamentary Procedure).

Each Board Member shall submit evidence of completion to the Board Chair.

Section 5.9 **Compensation.** The members of the Board shall serve without

compensation. The Board may reimburse any member for expenditures approved by the Executive Committee incurred in the performance of his/her duties. They may receive a travel allowance as reimbursement for expenses incurred while attending to the business of the board or the district

Article VI: Officers of The Board

Section 6.1 **Officers.** The Board shall have four (4) officers consisting of Chair/President, Vice-Chair/Vice-President, Treasurer, and Secretary. These Officers shall constitute the Executive Committee.

Section 6.2 **Election and Term.** The Officers of the Board shall be elected by the Members. Such elections shall be held at the Annual Meeting, or as soon thereafter as feasible. The term of Office shall be two (2) years with no Officer serving more than four consecutive terms.

Section 6.3 **Resignation, Removal and Vacancy of Officers** A Board Officer may resign from office at any time. The Board may recommend the removal of an Officer by the affirmative vote of 2/3 of Board Members present at any regular or special meeting of the Board. However, such Board Member shall be given at least __10 business___ 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 Board Meeting of which the item appears on the Board Agenda. Removal or resignation of a Member from an officer position shall not constitute removal from the Board. In the event of the resignation, removal, or vacancy of any office, shall be filled in the manner of the original appointment pursuant to RS 33:2740:54 shall serve the remainder of the term of the officer who resigned, was removed, or vacated his or her office.

Section 6.4 **Chair.** The Chair shall be the presiding Officer at all Board meetings and shall set the agenda for all Board meetings with consultation from the Executive Committee. The Chair shall conduct all meetings in a fair manner and shall endeavor to ensure that all Board Members are given reasonable opportunity to participate in

discussions. The Chair shall serve as an ex officio member to all Committees of the Board, but he/she shall abstain from voting in such capacity. The Vice Chair shall exercise the power of the Chair in his/her absence or in the event of his/her disability; and shall perform such other duties as the Board shall prescribe.

Section 6.5 **Vice Chair.** The Vice Chair shall perform such duties as are delegated by the Chair and prescribed by the Board. The Vice Chair shall exercise the power of the Chair in his/her absence or in the event of his/her disability; and shall perform such other duties as the Board shall prescribe. The Vice Chair shall serve as Chair of the Personnel Committee. A parliamentarian will be appointed and if the Vice Chair is acting as the chair they will step in as parliamentarian.

Section 6.6 **Secretary.** The Secretary shall be responsible for the record of all actions and proceedings of the Board. The Secretary may delegate specific custodial and recording duties to members of the staff but shall retain responsibility for all official Board records. Located at the office of the New Orleans Business Alliance and permanently at a location suitable to the board. The Secretary also shall be responsible for providing public notice of all meetings of the Board; and shall perform such other duties prescribed by the Board. He/she shall keep in safe custody the seal of the Board; and when authorized by the Board affix the seal to an instrument requiring it. The Secretary shall serve as the Chair of the Program Committee.

Section 6.7 **Treasurer.** The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Board; and shall deposit or cause the deposit of all monies in the name and to the credit of the Board in such depositories as may be designated by the Board. He/she shall disburse or cause the disbursement of the funds of the Board as ordered by the Board; and shall render or cause to be rendered to the Board at its regular meetings, or whenever it may require an account of all transactions and of the financial condition of the Board. The Treasurer shall give the Board a fidelity Bond if required by the Board in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his/her office, the cost of which shall be paid for by the Board. The Treasurer of the

Board shall serve as Chair of the Finance Committee.

Section 6.8 **Delegation of Duties of Officers.** In the absence of any officer of the Board, or for any other reason that the Board may deem sufficient, the Chair may delegate and for such time as he or she may deem appropriate the powers or duties, of any Officer to another Officer, or to another Member for such time as it may deem appropriate with the Consent of the Board.

Article VII: Meetings of The Board

Section 7.1 **Meetings.** The Board shall hold at the minimum quarterly-meetings and may hold special meetings at such times and places within the District as may be decided upon by the Board. Special meetings may be called as necessary. A special meeting shall be noticed by the Secretary who shall ensure that all Board Members receive written notice of such meetings at least ___3___ days before the meeting.

7.1.1 **Open Meetings Act.** The Louisiana Open Meetings Act states, "It is essential to the maintenance of a democratic society that public business be performed in an open and public manner and that the citizens be advised of and aware of the performance of public officials and the deliberations and decisions that go into the making of public policy. Toward this end, the provisions of R.S. 42:4.1 through 10 shall be construed "liberally." All meetings of the Board shall be conducted in the spirit of this important state law.

7.1.2 **Definition of Meeting.** A meeting of the Board shall be an official gathering of a quorum of Board Members with the intention of receiving information for or deliberating or deciding on Board matters.

7.1.3 Meetings do not include chance or social meetings where no vote is taken. Judicial proceedings are also not meetings, even if a quorum of Board Members are present.

7.1.4 A quorum shall constitute 2/3 (majority/percentage) membership.

Section 7.2 **Government Body.** The Board is a public body under LA-R.S. 42:13 (A)(3) (the Louisiana Open Meetings Law).

Section 7.3 **Organizational/Annual Meeting.** At the first regular meeting of each calendar year, the Board shall hold a meeting for the purpose of organization, election of officers, and the transaction of other business. The schedule for regular meetings of the Board for the remainder of the year shall be set before or during this meeting. Once this schedule is approved, it shall be posted on the Internet or made public in other appropriate ways.

Section 7.4 **Public Notice.** Board meetings, regular and special, shall be open to the public. Notice of special meetings of the Board shall be posted on the Internet or made public in other appropriate ways at least 24 hours before the meeting. Notice shall include the meeting agenda, date, time, and location.–To the extent practical, the Board shall publish the agenda for all meetings, regular and special, at least 3 hours/days) before the meeting.

Section 7.5 **Executive Session**

In accordance with Sections 16 and 17 of the Louisiana Open Meetings Law, the Board may hold an Executive Session with a 2/3 vote of the Board Members present on any one or more of the topics enumerated in La. R.S. § 42:17.

Section 7.6 **Conduct of Business** At the meetings of the Board, matters pertaining to the business of the District shall be considered in accordance with rules of procedure adopted by the Board. Robert's Rules of Order shall apply to Board Meetings, unless a majority of the Members present at a meeting vote to suspend such rules. The quorum requirement and voting rules set forth in these bylaws cannot be changed except by amendment of the bylaws. A Member who is present at a meeting waives his or her objections to the meeting or to notice of the meeting unless such objection is stated in a timely fashion at the start of the meeting or when the objectionable matter

or action arises.

Section 7.7 **Agenda.** An agenda of all items to be discussed at the meeting shall be sent to the Board Members ___3 days no more than 24_hours before regular or special meetings. In addition to the agenda, Board Members shall receive a copy of the minutes of the immediately preceding Board meeting, reports and information needed for the Board's action. Requests for agenda items should be submitted to the Chair one week prior to the meeting date.

The Chair approves the agenda with consultation from the Executive Committee. The final agenda shall be published at least ___24__ hours before the meeting, suggesting no changes to the agenda may be made less than ___24__ hours before the meeting. Agenda modification can be made during/ day of the meeting before the adoption of the agenda; agenda additions require unanimous vote the day of.

Section 7.8 **Order of Business at Regular Meetings.** The order of business at regular meetings of the Board shall be:

- (a) Call to Order
- (b) Roll Call followed by guests acknowledgement
- (c) Approval of agenda
- (d) Approval of previous board meetings
- (e) Approval of Minutes
- (f) Old Business
- (g) New Business
- (h) Executive Director's Report
- (i) Board Committee Reports
- (j) Announcements
- (k) Public Comments
- (l) Adjournment

Section 7.9 Order of Business at Annual Meetings. The order of business at annual meetings follows regular meetings

Article VIII: Voting and Public Participation

Section 8.1 **Voting.** Each member of the Board shall be entitled to one vote. The vote of a majority of Board Members present at any properly convened meeting of the Board, constitutes an act of the Board. All votes made by Board Members shall be via voice per person or email, and shall be recorded in the minutes, which shall be a public document. Submission of email votes should be received prior to the voting meeting.

Section 8.2 **Conflicts, Abstaining and Recusal from Voting.** Prior to a question being placed before the Board for a vote, any Member having a material financial or personal interest in the matter shall announce this fact and be recused from the primary discussion of and vote on the matter. Such a Member shall disclose the existence of the conflict and may answer questions from or provide information to other Board Members. Upon recusal, the member shall not engage in any further discussion or vote on the matter.

Section 8.3 **Public Comment and Participation** – Board meetings are open to the public and members of the public are welcome to provide comments on agenda items upon which a vote is to be taken. Such public comment will be allowed prior to the Board vote on such agenda items. Members of the public shall be given a comment period of no more than two minutes on a particular agenda item. Any Board Member may grant one additional one-minute period. No member of the public shall have more than one additional one-minute period. If comments are deemed to be overly redundant, irrelevant, or otherwise not conducive to the resolution of the Board's business, the Chair may impose additional reasonable limits on public comment. Public comments will be accepted during the public comments section of the agenda only. Emails received prior to the meeting will be read during the public comments section of the agenda.

Article IX: Committees of The Board

Section 9.1 **Committees of the Board.** There shall be ___1___ or more Standing Committees and there may be ___1___ or more Ad hoc Committees to advise the Board. The Board Chair appoints the

Chair of each committee, except for those committee chair positions defined in these bylaws. The Chair 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 Chair, 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 9.2 **Standing Committees.** 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 Chair. 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

9.2.1 **Executive Committee.** The Executive Committee is composed of the Officers elected by the entire Board: the Chair, Vice Chair, Treasurer, and Secretary. The Executive Committee is charged with oversight of the Board. The Executive Committee will recruit and recommend the hiring of the Executive Director, set the Executive Director's compensation package, work with the Executive Director in establishing Annual Goals, and evaluate the Executive Director's performance. The Executive Committee reports on these 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. The Executive Committee may also serve as the Nominating Committee for new Board Members and Officers.

9.2.2 **Finance Committee.** The Finance Committee (standing committee) oversees the preparation of the Annual Budget to be 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 compensation packages for staff, overseeing capital campaigns, and raising funds. The Board may establish a subcommittee to oversee fundraising. However, a Member of the Finance Committee must serve on any Finance or Fundraising Subcommittee. The Treasurer of the Board shall serve as Chair of the Finance Committee.

9.2.6 **Ad hoc Committees.** Ad hoc Committees are formed by the Chair for a limited period of time to address a specific need. When the work of an Ad hoc Committee is completed, the Committee is dissolved. An ad hoc committee may exist for not more than one (1) year, and may be extended an additional year based on the need of the project. Otherwise it should be considered a Standing Committee depending on the extent of the work assigned to it. Non-Board members may serve on Ad hoc committees.

Section 10.2 **Legal Counsel.** The Board may retain legal counsel to advise and assist the Board in the proper performance of its duties as recommended by the Executive Committee.

Section 10.3 **Other Personnel.** The Board may appoint or retain personnel as it considers necessary and shall define each of their duties and responsibilities as recommended by the board.

Article XI: Contracts, Loans, Checks and Deposits

Section 11.1 **Contracts.** The Board shall approve all Contracts. The Board may authorize the Chair to enter into any contract or execute and deliver any instrument in the name and on behalf of the Board.

Section 11.2 **Loans.** (draft generic requirements of loans; quorum needed for approval of the loan; two signatures notarized required for loan; payment duration (no less than 3 yrs no more than 10 yrs)and interest rates as well as cancellation should be...) ; match loan/collateral 30% or less (reference SBA interest rates loans and add opportunities for investment included in loan section. Ex. Finance authority opportunities)

Section 11.3 **Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Board, shall be signed by Chair or his/her designee and the Treasurer, and in such manner as shall from time to time be determined by resolution of the Board.

Section 11.4 **Deposits.** All funds for the Board shall be deposited from 24 hours to the credit of the Board in such banks, trust companies or other depositories as the Board may select. If deposits are received on the weekend they shall be deposited the next business day.

Article XII: Indemnification

Section 12.1 **Indemnification, Judgement, Settlement, etc.** The Board shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a Member, Officer, or other agent of the Board against expenses (including attorney's fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of the Board and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Board and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. This provision is intended to require the Board to indemnify its Members, Officers and agents to the full extent allowed by law.

Section 12.2 **Reimbursement.** To the extent that a Member of the Board has been successful on the merits or otherwise in defense of any action, suit or proceeding or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 12.3 **Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Board in advance of the final disposition of such action, suit or proceeding as authorized, upon receipt of an agreement by or on behalf of the Board member or other persons to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Board.

Section 12.4 **Insurance.** The Board may in the exercise of its discretion, authorize the purchase and maintenance of insurance on behalf of the board and any person.