

LOUISIANA EDUCATIONAL TELEVISION AUTHORITY
BY-LAWS

ARTICLE I
MEMBERSHIP

1. Official Members. The members of the Authority shall be the members appointed by the Governor and the ex-officio members provided for in Louisiana Revised Statutes, Title 17, Section 2501, *et seq.*

2. Honorary Members. The members of the Authority may elect honorary members who shall serve one-year terms and have all the privileges of regular members except for the purposes of constituting a quorum, the right to make or second motions, the right to vote, to hold office, and to compensation or reimbursement of expenses.

3. Attendance. Any member(s) missing four (4) consecutive regular meetings or six (6) regular meetings within a fiscal year may be requested by the Chairman of the Authority to resign, with a copy of the Chairman's letter going to the Governor and to the head of the appropriate agency or association which said member represents.

4. Resignation. Any member may resign from the Authority by delivering a written resignation to the Governor and a copy to the Chairman of the Authority.

ARTICLE II
MEETINGS

1. Regular Meetings. The Authority shall meet regularly on the second Thursday bimonthly in Baton Rouge or at such place as may be designated by official notice from the Chairman; however, the Authority may have regular meetings monthly by resolution of a majority vote of the Authority members. These meetings shall be open to the public.

At the beginning of each calendar year, the Authority shall give written public notice of its regular meetings, including the dates, times, and places of such meetings.

2. Notice of Regular Meetings. Notice of the time, place and purpose or purposes of the regular meetings shall be served, either personally or by mail, not less than ten or more than twenty days before the meeting, upon each person who appears upon the books of the Louisiana Educational Television Authority as a member, and, if mailed, such notice shall be directed at his/her address as it appears on the books of the Louisiana Educational Television Authority, unless he/she shall have filed with the Secretary of the Authority a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the designated address. The member may also request that notice be sent to him/her by electronic mail ("e-mail"). In such a case, notice shall be sent via e-mail to the e-mail address provided to the Secretary of the Authority by the member.

3. Special Meetings. Special meetings of the members, other than those regulated by statute, may be called at any time by the Chairman or, in his/her absence, the Vice Chairman, and must be called by the Secretary, upon receipt of a written request of one-third of the members of the Authority. These meetings shall be open to the public.

4. Notice of Special Meetings. Notice of a special meeting, stating the time, place, agenda, and purpose thereof, shall be served personally, by mail, or electronically, should a member request that notice be sent electronically by e-mail to a specific e-mail address provided to the secretary of the Authority, upon each member not less than five nor more than fifteen days before such meeting.

5. Public Notices of Regular, Special, or Rescheduled Meetings. Written notice of regular, special or rescheduled meetings shall include the time, place, agenda, and purpose of the meeting; shall state whether the meeting is to be open or closed to the public and shall contain the telephone number of a person designated by the Secretary to respond to requests for information concerning the meeting. Such notice shall be published at the principal office of the Authority or at the building in which the meeting is to be held no later than forty-eight hours before the meeting; and a copy of the notice shall be supplied to any person requesting such

notice. Requests for notices shall be directed to the Secretary of the Authority on a yearly basis and shall be renewed annually.

6. Closed Meetings. The Authority may hold a meeting closed to the public upon an affirmative vote of two-thirds of its voting members present, taken at an open meeting for which written public notice has been given. The reason for holding a meeting closed to the public, the specific matters to be taken up at the closed meeting, and the vote of each member on the question shall be stated in open meeting. No final or binding action shall be taken during any closed meeting. The Authority may hold a meeting closed to the public for one or more of the following reasons:

(a) Discussion of the character, the professional competence, or physical or mental health of an individual, provided that such individual is notified in writing at least twenty-four hours before the meeting and that such person may require that such discussion be held in an open meeting;

(b) Strategy sessions or negotiations with respect to collective bargaining, prospective litigation after formal written demand, or litigation when an open meeting would have a detrimental effect on the bargaining position of the Authority or on the Authority's position in the litigation;

(c) Investigative proceedings regarding allegations of misconduct, or the formal censure of any person;

(d) Cases of extraordinary emergency, which shall be limited to natural disaster, threat of epidemic, civil disturbances, suppression of insurrections, or the repelling of invasions, or other matters of similar magnitude;

(e) Cases specifically provided for by the Legislature.

7. Written Minutes. The Authority shall keep written minutes of meetings open to the public. Such minutes shall include:

(a) The date, time, and place of the meeting;

(b) A record of the members of the Authority present and absent;

(c) The substance of all its transactions, and, at the request of any member, a record of the roll call vote on any matters;

(d) Any other information that the Authority requests be included in the minutes.

The minutes of all open meetings shall be public records and shall be available in a place easily accessible to the public within a reasonable time after the meeting for a period of two years following the meeting.

8. Sonic Recordings. All or any part of the proceedings in a public meeting may be recorded by any person in attendance by means of a tape recorder or any other means of sonic reproduction.

9. Quorum. At any meeting of the members of the Authority, the presence of ten (10) of the members shall constitute a quorum for all purposes except as otherwise provided by the laws of the State of Louisiana. If a quorum is present when the meeting is convened, but enough members leave the meeting to leave less than a quorum, the members may discuss business, but may not take any action and no vote may be taken. By majority vote, a meeting may be adjourned from time to time to a specified place and time, with written public notice no later than twenty-four hours before the meeting, including the agenda, date, time, and place of the meeting and other applicable notice requirements set forth in La. R.S. 42:7, and other applicable law.

10. Voting. Each regular member shall be entitled to one (1) vote. All elections, resolutions and questions shall be decided by a majority vote of the members present. Proxy voting shall not be permitted. Voting shall be by voice, show of hands, or roll call.

ARTICLE III

OFFICERS

1. Designation. The officers of the Authority shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer.

2. Election. Officers shall be elected at the December meeting of the Authority and their terms shall run from January 1 to December 31, or until their successors are duly elected and installed.

3. Chairman. The Chairman shall preside at all meetings of members; shall have and exercise general charge and supervision of the affairs of the Authority; and shall perform such other duties as may be assigned by the Authority.

4. Vice Chairman. At the request of the Chairman, or in the event of the Chairman's absence or disability, the Vice-Chairman shall perform the duties and possess and exercise the powers of Chairman.

5. Secretary. The Secretary shall:

(a) Exercise responsibility for the accuracy of the minutes of the Authority and the monthly publication and distribution of the minutes;

(b) Keep a written record of all sessions of the Authority;

(c) Prepare a monthly calendar of business and notices of schedules of all committee meetings;

(d) Receive, reproduce, number and distribute all resolutions and member and committee proposals;

(e) Read to the Authority all proposals, resolutions, petitions, memorials, and communications;

(f) Exercise responsibility for roll calls of the members;

(g) Attest where necessary all official documents of the Authority;

(h) Preserve and safeguard all original copies of official documents and be responsible for the preservation of all proceedings of the Authority and its committees, and see that all records are properly preserved;

(i) Prepare all public notices, both written and by announcement, of regular, rescheduled and special meetings;

(j) Receive and respond to all annual requests by individuals for written, public notices of regular, special and rescheduled meetings;

(k) Respond to all requests from the public for information about all regular, special and rescheduled meetings;

(l) Perform such other duties as may be designated by the Authority or the Chairman;

(m) The Secretary, with approval of the Chairman, may delegate parts of his/her duties to other persons, with the exception of the certification of official acts, documents and vouchers, and service on the Executive Committee.

6. Treasurer. The Treasurer shall:

(a) Initiate the preparation and distribution of financial statements at all regular meetings of the Authority and at any other intervals deemed to be appropriate;

(b) Exercise the responsibility for reviewing for conformance with state law all fiscal matters carried out by the Executive Director;

(c) Serve as ex-officio member and chairman of the Finance Committee;

(d) Carry out such other financial duties as may be assigned by the Chairman.

The Treasurer, with approval of the chairman may delegate parts of his/her duties to the other persons, with the exception of certification of official acts, documents and vouchers, and service on the Executive Committee.

7. Nominations. A Nominating Committee of not less than three or more than five members, appointed by the Chairman, shall submit its report to the members, nominating one person for each office. Honorary members shall be elected at this time by the members. Additional nominations may be made by writing to the Secretary or by voice from the floor.

8. Vacancies. A vacancy shall be filled by majority vote of the members in attendance at the next regular meeting of the Authority held not less than fifteen (15) days following the vacancy. A nominating committee of not less than three nor more than five

members shall submit its report, nominating one person for the vacancy. Additional nominations may be made by writing to the Secretary or by voice from the floor.

9. Limitation on Tenure. No officer shall serve for more than two consecutive full terms except the Treasurer.

10. Executive Committee. The Executive Committee shall consist of the officers and three other members appointed by the Chairman with the consent of the membership. The immediate past Chairman, if a regular member, shall be one of the three other members appointed by the Chairman. The Executive Committee shall conduct the business of the Authority between meetings. Four members of the Executive Committee or half of the Executive Committee shall be deemed a quorum. The Chairman shall serve as presiding officer at all meetings of the Executive Committee. Meetings of the Executive Committee shall be subject to the notice and minutes requirements set forth in Article II.

The Executive Committee shall also serve in the role of Compensation Personnel Committee. In its capacity as Compensation Committee, it shall annually review the performance and compensation of the Executive Director and make its recommendations in these matters to the full members. In its capacity as Personnel Committee, the Committee shall, on an as needed basis, meet with the Authority's ombudsman and any employee who requests, through the Authority's ombudsman, to meet with the Personnel Committee to address matters of concern to the ombudsman and/or employee.

ARTICLE IV **EXECUTIVE DIRECTOR**

1. Executive Director. The Authority shall employ a professionally qualified Executive Director to carry out the policies established by the Authority.

2. Duties. The Executive Director shall be the appointing agent for the Authority, shall employ such staff as necessary to carry out the policies and directives of the Authority, and shall operate and administer the functions of the Authority.

ARTICLE V
ETHICS

1. Code of Ethics. The members of the Authority are subject to the general provisions of the Louisiana Code of Ethics, the rules of the Federal Communications Commission, and other applicable laws. The Executive Director shall compile, for adoption by the Authority, a written summary of the applicable ethical duties, responsibilities and limitations; shall maintain that summary current and shall furnish a current copy thereof to each member.

ARTICLE VI
AMENDMENT

These By-laws may be amended, altered or repealed, in whole or in part, by a majority vote of the members present at any meeting of the Authority. The specific change or changes that are proposed shall be mailed to each member at least ten (10) days prior to the date of the meeting.

THUS ADOPTED, pursuant to Louisiana Revised Statutes 17:2504(A) *et seq.*, the 12th day of June, 1980; and amended the 9th day of February, 1995; and further amended this 12th day of October, 2006.

Betty Lauricella, Secretary

Deano Thornton, Chairman