

SOUTHEAST LOUISIANA FLOOD PROTECTION AUTHORITY – WEST BYLAWS

The Southeast Louisiana Flood Protection Authority – West (the Authority) is a regional flood protection authority created under Act 1 and Act 43 of the 2006 First Extraordinary Session of the Louisiana Legislature.

On and after January 1, 2007, the levee districts contained within the jurisdiction of the Southeast Louisiana Flood Protection Authority – West shall be governed by a Board of Commissioners pursuant to authority granted by Article VI Sections 38 and 38.1 of the Constitution of Louisiana and as provided under Act 1 and Act 43, 2006 First Extraordinary Session and Act 475, 2007 Regular Session of the Louisiana Legislature and other applicable provisions of law.

ARTICLE I – BOARD OF COMMISSIONERS

Section I – Definitions

- A. The term “Board Member” as used herein means a person qualified, nominated and appointed by the Governor pursuant to La. R.S. 38:330.1.
- B. The term “Board” or “Board of Commissioners” as used herein means the Board Members as a group.
- C. Unless otherwise clearly indicated, the singular shall include the plural and the masculine shall include the feminine.
- D. The official domicile of the Southeast Louisiana Flood Protection Authority-West, the West Jefferson Levee District, and the Algiers Levee District is 7001 River Rd., Marrero, LA 70072. [R.S. 38:330.1(I)(1) and R.S. 38:309(B)].

Section II – Powers and Duties

- A. The Board of Commissioners is charged with the responsibility for the management of the business of the Authority and its member levee districts pursuant to La. R.S. 38: 330.2, et. seq., R.S. 38:301, R.S. 38: 306, R.S. 38:309 and other applicable provisions of law.

Section III – Per Diem/Expenses

- A. Board Members shall receive a per diem equal to the rate allowable under Section 162(h)(1)(B)(ii) of Title 26 of the United States Code for its official domicile for each day such member is in actual attendance at a meeting of the Board, one of its committees or performing duties authorized by the Board. If the President of the Board also acts as its administrator, he may receive a salary not to exceed the sum of \$1,000.00 per month in lieu of the per diem. (R.S. 38:330.1(L)(2)(a))
- B. Board Members shall be paid a mileage allowance for going to and from meetings and for other travel authorized by the Board at the rate established as the standard mileage rate for business travel under Section 162(a) of Title 26 of the United States Code. [R.S. 38:330.1(L)(2)(b)]

- C. Board Members shall also be reimbursed for properly documented actual expenses incurred for air travel, meals and lodging when traveling in the performance of duties authorized by the Board. [R.S. 38:330.1(L)(2)(b)]
- D. Board Members shall, each month, submit a request for payment of per diem earned, mileage and travel expense reimbursement. The President shall review and approve the requests prior to payment. Requests for such payment submitted by the President shall be reviewed and approved by the Vice President. In the event that the President and/or the Vice President is a primary check signer, the Board shall designate another officer or Commissioner who is not a primary check signer to replace such person(s) for the performance of such function.
- E. The Board of Commissioners shall adopt a per diem policy, which shall be inserted in the SLFPA – W Policy Manual.

ARTICLE II – OFFICERS

Section I – Titles and Election

- A. Officers are designated as President, Vice President and Secretary-Treasurer. Officers shall be elected at the first regular meeting of the Board following the start of the fiscal year and shall serve for a period of two years. Officers shall assume their duties immediately after election or appointment.
- B. Pursuant to R.S. 38:330.1(E), the Board shall organize by electing from its number a President, a Vice President and a Secretary-Treasurer.
- C. In case of the absence, inability or failure to act of the President, the Vice President shall perform the duties of the President.
- D. In case of resignation of the office, death or removal of the President, the Vice President shall immediately call the Board together for an election to fill the vacancy at a special meeting held only for that purpose to be held within thirty (30) days of the vacancy. In case of the absence, inability or failure of the Vice President to so act within five working days of the vacancy, the Secretary-Treasurer shall call the special meeting.
- E. If a vacancy occurs among the offices of Vice President or Secretary-Treasurer because of resignation of the office, death or removal, an election to fill the vacant office(s) shall be held within 30 days of the vacancy.
- F. An elected officer may be removed from office prior to the expiration of his term by a vote of not less than two-thirds (2/3) of the total incumbent membership of the Board voting in favor of said removal at a meeting of the Board called for that purpose. Officers shall be removed only for good cause. Good cause as used herein shall mean a substantial failure of an officer to perform his duties as defined by law and these Bylaws; indictment or conviction of any officer for any crime relating directly or indirectly to his office and/or commission; a violation of the Code of Ethics For Public Officials as determined by the Ethics Board; a violation of R.S. 38:330.1(G), (J) & (K); the physical and/or mental incapacity of an officer to perform his duties for an extended period of time; public conduct of an officer which brings discredit to the Authority, its Board of Commissioners or any of its member levee districts; failure to meet the residency requirements as provided herein.

- G. An officer of the Board whose term as an officer shall have expired, but who still retains the qualifications required by law to be a Commissioner, shall continue to serve as an officer of the Board, as required by law, with full powers, until his successor shall have been duly appointed and qualified.

Section II – Powers and Duties

President

- A. The President shall have all such executive powers customary and appropriate for a president of a levee district.
- B. The President shall preside as chairman at all meetings of the Board. The President shall vote to break ties and to amend or alter the Bylaws, and may vote at any time his vote will change the outcome of a motion or his vote is needed to meet the requisite number of votes as required by law or these Bylaws.
- C. The President shall insure that the laws of the state pertaining to the purposes and functions of the Board, and the resolutions and ordinances of the Board are faithfully observed and executed.
- D. The President may call special and emergency meetings of the Board.
- E. The President, or his designee, shall act as the appointing authority for all classified and unclassified personnel of the Authority and its member districts, except the Regional Director and Chief of Operations. The Board of Commissioners shall act as the appointing authority for the Regional Director and Chief of Operations; Provided, however, that the President shall exercise functional supervision over the Regional Director.
- F. The President shall act for the Board in emergency matters whenever there exists an imminent threat to the persons or property of the citizens within the jurisdiction of the Authority.
- G. The President shall appoint all standing committee members and designate a chairperson for each standing committee.
- H. The President may designate *ad hoc* committees of the Board and shall appoint their members and chairpersons.
- I. The President shall serve as administrator of the Authority and shall execute the policies and decisions of the Board.
- J. By a vote of not less than two-thirds (2/3) of the total incumbent membership of the Board of Commissioners, any decision, action or policy made by the President can be modified or annulled, provided however, that contractual obligations shall not be affected thereby.

Vice President

- A. The Vice President shall perform such duties as are usually incumbent upon such officer.
- B. In case of the absence, inability or failure to act of the President, the Vice President shall perform the duties of the President, and shall act in the President's place and stead and shall, in addition to the duties of the Vice President, perform such other duties as are usually incumbent upon the President.
- C. The Vice President shall perform such additional duties as may be directed by the President.

Secretary-Treasurer

- A. The Secretary-Treasurer shall perform such duties as are usually incumbent upon such officer.
- B. The Secretary-Treasurer shall attest to official documents of the Board by signature and, when required, with the impress of the Board's official seal.
- C. The Secretary-Treasurer shall give or cause to be given notice of all meetings of the Board and its committees and all other notices required by law or these Bylaws.
- D. The Secretary-Treasurer shall record or cause to be recorded all of the proceedings of the meetings of the Board and shall publish or cause to be published in the Board's official journal the official minutes of all regular and special meetings of the Board.
- E. The Secretary-Treasurer shall serve as chairperson of the finance committee and shall perform such duties regarding the fiscal matters of the Authority and its member levee districts as are usually incumbent upon such officer.
- F. The Secretary-Treasurer shall perform such additional duties as may be directed by the President.

ARTICLE III – COMMITTEES

Section I – Composition of Committees

- A. Standing committees shall be named as follows:

Administration Committee

Has as its primary duty issues referred to it involving administrative, insurance, public information, legal matters, financial, budget and other fiscal matters. It shall also handle such other related matters as assigned by the President and/or the Board.

Operations and Maintenance Committee

Has as its primary duty issues referred to it involving levee maintenance and inspection, flood control, emergency preparedness and response, hurricane and storm defense, public complaints and concerns, and, ongoing operations and maintenance. It shall also handle matters of a technical nature, to include but not limited to levee construction projects, coastal restoration issues, hydrological and geological issues and the monitoring of public works construction projects. It shall also handle such other related matters as assigned by the President and/or the Board.

- B. If the President deems it necessary and appropriate he may, or if directed by a simple majority of the Board, he shall designate such other committees and appoint their members and chairpersons.
- C. Committees shall be composed of not less than two (2) or more than three (3) Board Members. If in the opinion of the affected committee additional expertise is required, the

committee may request the appointment of up to two (2) additional committee members who shall not be board members and shall not vote.

- D. The President shall appoint all committee members and designate a chairperson for each committee.
- E. The members and chairpersons of all committees shall serve at the pleasure of the President.
- F. The members and chairpersons of all committees shall perform such committee duties and functions as these Bylaws, the President and/or a majority of the Board shall determine.
- G. The chairpersons of the various committees of the Board shall conduct meetings of their respective committees in accordance with law and these Bylaws and shall make reports to the Board of their proceedings.

Section II – Procedure

- A. Each committee shall meet at such times as shall be deemed necessary on call of the chairperson. Committee meetings shall be noticed and held in accordance with R.S. 42:11-42:28 (Open Meetings Law) and the provisions of these Bylaws for regular board meetings.
- B. Committees shall act in an advisory capacity to the Board and its President and shall make such recommendations as deemed appropriate in those areas for which the committee is organized. The chairperson of the committee shall report its recommendations to the Board, which may or may not adopt or act on such recommendations. If the recommendation of the committee is not the unanimous opinion of all of its members, the opinion and reasons therefore of any dissenting member of the committee shall also be reported to the Board and its President.
- C. No recommendation or action of any committee shall be binding upon the Board until such action is approved at a meeting of the Board; however, nothing herein shall prohibit the Board from giving advance authority to a committee to act on routine or special matters.
- D. All committees shall keep minutes of meetings in the same manner as required for regular board meetings in Article IV, Section II(H) of these Bylaws.

ARTICLE IV – BOARD MEETINGS

Section I – Definitions

- A. The term “meeting” as used herein means the attendance of Board Members at any gathering where a quorum is present and business of the Authority is discussed or information regarding Board business is received, whether or not any vote or action is taken.
- B. The term “quorum” as used herein means the presence in person of a simple majority of incumbent Board Members.
- C. The term “Incumbent Board member” as used herein means all members who have been appointed by the Governor and confirmed by the Senate.

Section II – Regular Board Meetings

- A. Pursuant to the provisions of R.S. 38:330.1(F) (1), not less than once each month, the Board of Commissioners shall hold a regular meeting, said meetings to be held at such time and

place as may be designated by a simple majority of the Board from time to time, alternating between locations in Algiers and the west bank of Jefferson Parish.

- B. Commissioners desiring any matter to be placed on the agenda shall so advise the Secretary-Treasurer or the Regional Director if so designated by the Secretary-Treasurer, not later than five (5) days prior to the regular meeting and the Secretary-Treasurer shall cause such matters to be placed on the agenda.
- C. Written notice of the time, date, place and agenda of regular meetings shall be sent electronically by email to each Commissioner not later than forty-eight (48) hours prior to each such meeting. The deposit by the Secretary-Treasurer or his/her designee of notice in the United States mail at least 5 days prior to each such meeting, exclusive of holidays, postage prepaid, and addressed to a Commissioner at his current address of record, shall constitute the giving of notice for the purpose of these provisions. Notice shall be deemed to have been given to, or waived by, any Commissioner present and participating at any such meeting.
- D. The presence in person of a simple majority of incumbent Board Members shall constitute a quorum and a Board meeting properly called may be organized for the transaction of business whenever a quorum is present. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine until a quorum is present with no further notice required other than announcement at the meeting.
- E. Proxy voting and voting by telephone or other electronic means are specifically prohibited unless specifically allowed by law or Executive Order. Unless a higher percentage is required by law or these Bylaws, a favorable vote of a majority of the total incumbent voting membership of the Board shall decide any matter properly brought before the Board at a properly called meeting organized for the transaction of business. [RS 38:330.1(F)(3)] Provided, however, that a vote to approve a proposed project shall require the favorable vote of at least two-thirds of the total voting membership of the board. [RS 38:330.1(F)(2)]
- F. Executive sessions may be held in accordance with the provisions of R.S. 42:16, et. seq. An executive session shall be limited only to matters allowed to be exempted from discussion at open meetings by R.S. 42:17; however, no final or binding action shall be taken during an executive session. The vote of each member on the question of holding an executive session and the reason for holding such an executive session shall be recorded and entered into the minutes of the meeting. Matters allowed to be exempted from discussion at open meetings as provided in R.S. 42:17 may be discussed in executive session.
- G. After the business noted on the agenda or on the call of the meeting has been disposed of by the Board, a Commissioner may move the Board to take up a matter not on the agenda. Such motion shall require the unanimous approval of the members present at the meeting. Any such matter shall be identified in the motion to take up the matter not on the agenda with reasonable specificity, including the purpose and necessity for the addition to the agenda, and entered into the minutes of the meeting. Prior to any vote on the motion to take up a matter not on the agenda by the Board, there shall be an opportunity for public comment on any such motion in accordance with R.S. 42:14. Provided, however, that this provision shall not be used in a manner which would violate the spirit and intent of the Open Meetings Law. [R.S. 42:19(A)(1)(b)(ii)]

H. Minutes of regular meetings shall be kept in accordance with the provisions of R.S. 42:20 and these Bylaws. The official minutes shall include only:

1. The date, time and place of the meeting.
2. The members of the Board recorded as either present or absent.
3. The text of all motions/resolutions introduced, including the names of the mover and the second.
4. The vote on each motion/resolution recorded as the number of yeas, nays and abstentions, or other action taken, e.g. tabled, withdrawn, etc.
5. If requested by any member(s), a record by individual of the votes cast.

The official minutes shall be public records and shall be available within a reasonable time after each meeting, except where such disclosures would be inconsistent with R.S. 42:16, R.S. 42:17, and R.S. 42:18, or rules adopted under the provisions of R.S. 42:21, and shall be approved and published not later than 45 days after each meeting.

I. The public shall be notified as to the time, date, place and agenda of regular meetings in accordance with the provisions of R.S. 42:19.

Section III – Special Meetings

- A. Whenever circumstances arise where, although not an emergency, time is of the essence, the President or a simple majority of the Board may call a special meeting of the Board of Commissioners. On written request by a simple majority of the Board, the President shall call a special meeting of the Board of Commissioners for the sole purpose contained in said written request.
- B. Notice of the time, date, place, specific purpose and agenda of a special meeting shall be given in the same manner as provided for regular meetings. Only matters pertaining to that specific purpose shall be discussed and/or acted upon at that special meeting.
- C. When the Secretary-Treasurer determines that any Commissioner(s) may not timely receive notice given in the manner provided for regular meetings, the Secretary-Treasurer or his/her designee, in addition to the manner of notice provided for regular meetings, may notify such Commissioner(s) verbally by telephone or in person. Such verbal notice shall be given personally by the Secretary-Treasurer or his/her designee to each such Commissioner at the earliest possible time prior to the special meeting. The Secretary-Treasurer or his/her designee shall keep a written record of the date, time and manner in which each Commissioner was notified. The Secretary-Treasurer shall make a good faith effort to notify each Commissioner; provided, however, that the inability of the Secretary-Treasurer or his/her designee to notify all Commissioners shall not invalidate the call of the special meeting. Notice shall be deemed to have been given to, or waived by, any Commissioner present and participating at any such meeting.
- D. Unless otherwise specifically provided herein, all of the provisions for regular meetings shall apply to special meetings.

Section IV – Emergency Meetings

- A. Whenever there exists an eminent threat to the persons or property of the citizens within the jurisdiction of the Authority, the Board may hold an emergency meeting.
- B. Emergency meetings may be called by the President, or in his absence or inability to act, the Vice President. In the absence or inability to act of the President and the Vice President, an emergency meeting may be called by any two (2) Commissioners.
- C. Verbal notice of emergency meetings is specifically authorized. Verbal notice may be given by any Commissioner. The person notifying each Commissioner shall record the date, time and manner in which each Commissioner was notified and deliver same to the Secretary-Treasurer or his/her designee as soon as practicable. Commissioners need only be given as much prior notice as the emergency conditions causing the call of the meeting and circumstances may permit.
- D. The public shall be given such notice of the emergency meeting as the person calling the meeting deems appropriate and circumstances permit.
- E. As soon as practicable, the person(s) calling an emergency meeting shall notify the Secretary-Treasurer or his/her designee as to the date, time and place the emergency meeting was held, the purpose of the meeting, the names of the Commissioners present, the matters brought before the Board at the meeting and the vote of each member as to each such matter. The Secretary-Treasurer or his/her designee shall reduce this information to writing and provide all Commissioners with a copy of same. One copy signed by each Commissioner present at the emergency meeting shall be inserted by the Secretary-Treasurer or his/her designee in the Minute Book.
- F. Only matters which directly relate to existing emergency conditions may be properly brought before the Board at such a meeting.
- G. Unless otherwise specifically provided herein, all of the provisions for special meetings shall apply to emergency meetings.

ARTICLE V – ADMINISTRATION

Section I – Regional Director & Chief of Operations

- A. The Board may employ a Regional Director and a Chief of Operations who shall serve at the pleasure of the Board. The Board shall fix the qualifications, duties and salary of the Regional Director and the Chief of Operations.
- B. In addition to the qualifications fixed and duties prescribed by the Board, the Regional Director shall meet the qualifications and comply with the requirements contained in R.S. 38:330.4 (B) & (C).

Section II – Employees

- A. The Authority may, in compliance with the provisions of R.S. 330.5, employ such employees as it deems necessary for its proper functioning.

Section III – Legal Counsel

- A. Pursuant to R.S. 38:330.6, the state attorney general and his assistants are designated as legal counsel for the Authority and shall represent the Authority in legal matters when called upon to do so.
- B. The Authority and each levee district within the Authority may employ one or more attorneys to perform legal services at an hourly fee to be determined by the Board. Such employment shall be by written contract approved as to form and content by the Attorney General.

ARTICLE VI – FINANCES

Section I – Fiscal Year

- A. The fiscal year of the Authority shall be from July 1 through June 30.

Section II – Auditor

- A. The auditor of the Board shall be the Louisiana State Legislative Auditor or his designee.

Section III – Annual Budget

- A. The Board, assisted by the finance committee, shall adopt and submit to the Joint Legislative Committee on the Budget, not later than ninety days prior to the end of each fiscal year, an annual budget for the following fiscal year in accordance with the provisions of R.S. 38:318 for the Authority and each levee district within its jurisdiction. The Board may amend such budgets from time to time as may be necessary.

Section IV – Investments

- A. Idle funds of the Authority and levee districts within its jurisdiction shall be invested in accordance with state law. Deposits in banks and savings and loans shall not exceed the amounts insured by the FDIC unless properly collateralized.

ARTICLE VII– POLICY MANUAL

- A. The Board of Commissioners together with the Regional Director shall develop such policies for the functioning of Commissioners, the Board of Commissioners, employees, the Authority and its constituent levee districts as may be deemed necessary and appropriate from time to time. When applicable, policies shall conform to the Louisiana Civil Service Rules. If any policy so adopted conflicts with Civil Service Rules, the current published Civil Service Rules shall apply. Such policies shall be adopted by Board resolution and placed in the Authority’s Policy Binder.
- B. The Authority’s Policy Manual shall include, without limitation, the following policies:
 - 1. Commissioner Per Diem and Expenses
 - 2. Records and Document Retention and Management
 - 3. Public Records Requests
 - 4. Deferred Compensation

- 5. Internal Control
- 6. Organizational Email & Internet Use
- 7. Purchasing Procedure
- 8. No Smoking

ARTICLE VIII– RULES OF ORDER

- A. Roberts' Rules of Order shall be the authority for all matters of parliamentary procedure not otherwise provided for by these Bylaws or prohibited by law. The Parliamentarian will be the Administrative Program Specialist.

ARTICLE IX – AMENDMENT OF BYLAWS

- A. These Bylaws maybe amended at any regular meeting of the Board by a vote of two-thirds (2/3) of the total incumbent membership of the Board of Commissioners. In voting on amendments to the Bylaws, the President of the Board shall be allowed to vote.
- B. No such amendment shall be considered unless a notice of intention to amend the Bylaws and the proposed amendment shall have been given in writing to each Commissioner and legal counsel not less than twenty-five (25) days prior to the regular meeting at which such amendment is to be voted upon.

ARTICLE X – SUSPENSION OF BYLAWS

- A. Any provision(s) of these Bylaws which are not mandated by law may be suspended by a unanimous affirmative vote at any properly called and noticed meeting at which all incumbent Commissioners are present.

ARTICLE XI – EFFECTIVE DATE OF BYLAWS

- A. These Bylaws shall become effective on the date voted and approved by the Board and shall not affect, in any way, any actions, contracts, appointments, or other matters previously taken, made, had, or entered into by the Board prior to the effective date thereof.
- B. In the event that any provision of these Bylaws is contrary to law, such provision shall be considered null and void and considered as not written, and the matters so provided for shall be controlled by applicable law; provided, however, that the validity of all other provisions herein shall not be affected thereby.

ARTICLE XII: PROHIBITED POLITICAL ACTIVITIES

- A. Board members and all employees of the SLFPA-W and its member districts, classified and unclassified alike, are prohibited by La. R.S. 38:330.1(K)(5) from participating or engaging in political activity as such is proscribed by the Louisiana Constitution and the Civil Service Rules. This prohibition extends to participating or engaging in an effort to support or oppose the election of a candidate for political office or support a particular party or issue in an election; being a candidate for nomination or election to public office, except to seek election

as the classified state employee member of the State Civil Service Commission; being a member of any national, state or local committee of any political party or faction; making or soliciting contributions for any political party, faction, candidate or issue; or taking active part in the management of the affairs of a political party, faction, candidate or any political campaign.