

**BYLAWS  
OF THE  
CREOLE NATURE TRAIL SCENIC BYWAY DISTRICT**

*Proposed 8-15-19*

**ARTICLE I.  
AUTHORITY**

The Creole Nature Trail Scenic Byway District was created and authorized by Act 539 of the Louisiana Legislature of 1995. Membership of the Board of Commissioners is determined by the legislation creating it.

**ARTICLE II.  
PURPOSE**

The purpose of the Creole Nature Trail Scenic Byway District shall be to stimulate development and tourism in the parishes traversed by the Creole Nature Trail Scenic Byway.

**ARTICLE III.  
OFFICES**

The principal office of the Creole Nature Trail Scenic Byway District in the State of Louisiana shall be located in the Parish of Calcasieu. The Organization may have such other offices, either within or without the State of Louisiana, as the Board of Commissioners may designate from time to time.

**ARTICLE IV.  
COMMISSIONERS**

SECTION 1. Board of Commissioners. The District shall be directed and controlled by a Board of Commissioners composed of nine directors selected by the following entities:

- Calcasieu Parish Police Jury – two commissioners
- Cameron Parish Police Jury – three commissioners
- Lake Charles/Southwest Louisiana CVB – one commissioner
- Cameron Parish Tourism Commission – one commissioner
- Calcasieu/Cameron Parish legislative delegation – one commissioner
- Secretary of the Department of Transportation and Development or his/her designee – one commissioner

SECTION 2. Terms of Commissioners. Each Commissioner, with the exception of the DOTD commissioner, shall serve a four-year term beginning on January 1 of the year in which the Director is appointed and expiring December 31 of the fourth year of service. The terms of Commissioners shall be staggered so that the term of no more than three (3) Commissioners shall expire in any year. A Commissioner may only serve up to two (2) successive full terms. A commissioner must remain off of the Board for one full calendar year but then may be re-appointed to serve additional terms. The unexpired term of a

Commissioner that dies, resigns, or otherwise ceases to serve for any reason shall be filled by the entity who appointed the Commissioner. A Commissioner may resign at any time by written notice to the Board of Commissioners.

SECTION 3. General Powers. The business and affairs of the District shall be managed by its Board of Commissioners.

SECTION 4. Regular Meetings. Quarterly meetings of the Board of Commissioners shall be held each year the day of which shall be called by the Chair. The Board of Commissioners may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

Meetings of the Board of Commissioners may be held electronically through the use of a conference telephone or similar communications equipment such as email, instant messaging or similar communication so long as all members participating in such meeting can communicate with one another at the time of such meeting. A quorum shall be established through a roll call and votes are taken by general consent.

SECTION 5. Special Meetings. Special meetings of the Board of Commissioners may be called by or at the request of the Chair or any two commissioners. The person or persons authorized to call special meetings of the Board of Commissioners may fix the place for holding any special meeting of the Board of Commissioners called by such person.

SECTION 6. Notice. Notice of any special meeting shall be given at least three (3) days previous thereto by written notice delivered personally or mailed to each commissioner at his/her business address, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice were given by email, such notice shall be deemed to be delivered when the email is delivered to the Internet service provider. Any Commissioner may waive notice of any meeting. The attendance of a Commissioner at a meeting shall constitute a waiver of notice of such meeting, except where a Commissioner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7. Quorum. A quorum shall consist of five (5) members of the Board of Commissioners. A quorum shall be required at a meeting for the conduct of all business except for a motion of adjournment or rescheduling a meeting.

SECTION 8. Manner of Acting. The act of the majority of the commissioners present at a meeting at which a quorum is present shall be the act of the Board of Commissioners.

SECTION 9. Action Without a Meeting. Any action that may be taken by the Board of Commissioners at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Commissioners.

SECTION 10. Presumption of Assent. A Commissioner of the District who is present at a meeting of the Board of

Commissioners at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the elected Secretary/Treasurer of the Board of Commissioners immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Commissioner who voted in favor of such action.

SECTION 11. Removal. Any officer or commissioner may be removed by a majority vote of the Board of Commissioners whenever, in its judgment, the best interests of the District will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or commissioner shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 12. MEETINGS. In the event a Commission member is unable to make a scheduled meeting, no substitute shall be appointed by the absentee to represent him/her at the meeting. If a Commissioner misses two regular meetings in succession or three regular meetings in a calendar year, he/she shall show just cause in writing to Chair of the District why the meetings were missed. If the Board of Commissioners, in its discretion, decides that there has been no just cause shown, the Board shall declare the commissioner's seat vacant and shall so notify the appointing authority of the Board action.

## **ARTICLE V.**

### **OFFICERS**

SECTION 1. The officers of the Board of Commissioners shall be a Chair, a Vice Chair and a Secretary/Treasurer. The Chair, Vice Chair, and Secretary/Treasurer positions shall be elected by the Board of Commissioners. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Commissioners. In its discretion, the Board of Commissioners may leave unfilled for any such period as it may determine any office except those of Chair and Secretary/Treasurer. No Commissioner shall hold more than one officer position.

SECTION 2. Election and Term of Office. The officers of the District shall be elected by the Board of Commissioners at the first meeting of each even-numbered fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected. Each Commissioner is limited to two (2) consecutive terms for each office held.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Commissioners for the unexpired portion of the term.

SECTION 4. Chair. The Chair shall be the principal executive officer of the District and, subject to the control of the Board of Commissioners, shall in general supervise and control all the business and affairs of the District. He/she shall, when

present, preside at all meetings of the Board of Commissioners. He/she may sign, with the Secretary/Treasurer or any other proper officer of the Board thereunto authorized by the Board of Commissioners, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Commissioners has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Commissioners or by these Bylaws to some other officer or agent of the District, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Commissioners from time to time.

SECTION 5. Vice Chair. The Vice Chair shall preside at Board of Commissioner meetings in the absence of the Chair.

SECTION 6. Secretary/Treasurer. The Secretary/Treasurer shall, in conjunction with the Lake Charles/Southwest Louisiana CVB chief financial officer, provide financial updates on the District, and in general perform all duties incident to the office of the Secretary/Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Commissioners.

Section 7. CVB Liaison. The Lake Charles/Southwest Louisiana CVB staff liaison shall: a) Keep the minutes of the proceedings of the Board of Commissioners; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of the district records; (d) Keep a register of the post office address of each Commissioner which shall be furnished to the Secretary/Treasurer by such Commissioner.

## **ARTICLE VI.**

### **FISCAL AGENT**

The Lake Charles/Southwest Louisiana CVB will be the fiscal agent for the Creole Nature Trail Scenic Byway District. In this capacity the LC/SWLA CVB will promote the mission of the account, safeguard the assets of the account, and assure the propriety of all expenditures of funds and disposition of account assets. It will keep financial records in accordance with standard bookkeeping practices and produce a monthly financial report. As the fiscal agent, the LC/SWLA CVB has the capacity to receive and dispense funds for Creole Nature Trail Scenic Byway District projects.

## **ARTICLE VII.**

### **AUDITS OR CHECKS**

The books of the District shall be audited by an independent certified public accountant annually, unless the annual revenues and other sources/local and state assistance received is below the threshold to require such audit per RS. 24:513, and the accountant shall make a written report of his/her audit to the Board of Commissioners.

Funds of the District shall be disbursed by check signed by two of the following persons: the chair and/or the vice chair and/or the secretary-treasurer and/or the CEO of the Lake Charles/Southwest LA CVB, provided that checks for \$5,000 or less may be signed by any one of these persons.

**ARTICLE VIII.  
FISCAL YEAR**

The fiscal year of the District shall begin on the first day of January and end on the last day of December each year.

**ARTICLE IX.  
MARKETING**

The LC/SWLA CVB will be the marketing arm of the Creole Nature Trail Scenic Byway District. In this capacity the LC/SWLA CVB will promote the mission of the byway to stimulate development and tourism to and for the Creole Nature Trail Scenic Byway. The Board of Commissioners shall approve a yearly advertising/marketing plan presented by the LC/SWLA CVB. The LC/SWLA CVB will also make recommendations to the Commission on opportunities which come available during the calendar year for approval by the Board of Commissioners as needed.

**ARTICLE X.  
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted by a majority vote of the Board of Commissioners at any regular or special meeting of the Board of Commissioners.

**ARTICLE XI.  
CONDUCT OF MEETINGS**

Business of the Board of Commissioners shall be conducted in accord with Robert's Rules of Order except when these by-laws provide otherwise, and provided that by majority vote, the Board of Commissioners may act contrary to those rules on any particular issue.

Meetings of the Board of Commissioners shall be open to the public except as provided for in the Open Meetings Law of Louisiana (LSA-R.S. 42:4.1-12), and records of the Creole Nature Trail District Board of Commissioners shall be open for public inspection, except as provided for in the state's Public Records Law (LSA-R.S. 44:1-37).

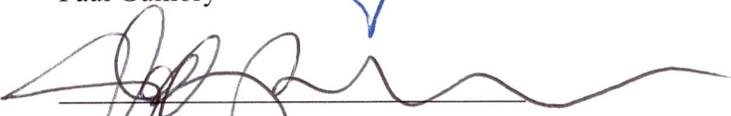
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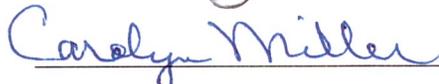
The above Bylaws are certified to have been adopted by the Board of Commissioners of the Creole Nature Trail Scenic Byway District on the 15th day of August, 2019.

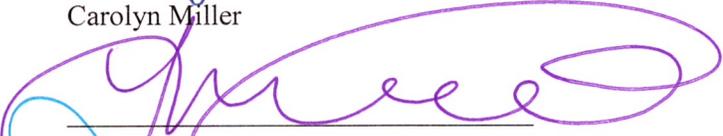
  
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Witness

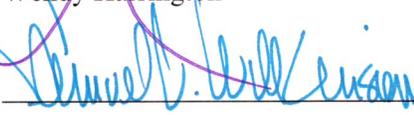
  
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Witness

  
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Paul Guillory

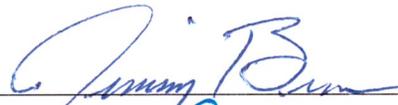
  
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Shelley Johnson, CDME, LCTP

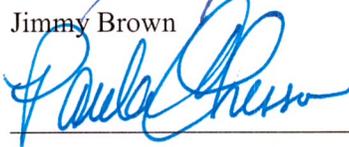
  
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Carolyn Miller

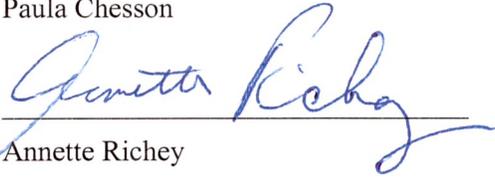
  
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Wendy Harrington

  
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Samuel Wilkinson

  
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Don Duberville

  
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Jimmy Brown

  
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Paula Chesson

  
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Annette Richey

**ADDENDUM FOR CREOLE NATURE TRAIL SCENIC BYWAY DISTRICT COMMISSIONERS**  
**STAGGERED TERMS**

In 2020, the Commissioners shall be appointed as follows to insure Article IV, section 2 is adhered to:

- (1) Members appointed pursuant to Cameron Parish Police Jury (Jimmy Brown) and Lake Charles/SWLA CVB (Annette Richey) shall serve initial terms of one year.
- (2) Members appointed pursuant to Calcasieu Parish Police Jury (Paul Guillory) and Cameron Parish Police Jury (Carolyn Miller) shall serve initial terms of two years.
- (3) Members appointed pursuant to Cameron Parish Police Jury (Wendy Harrington) and Cameron Parish Tourism Commission (Paula Chesson) shall serve initial terms of three years.
- (4) Members appointed pursuant to Calcasieu Parish Police Jury (Sam Wilkinson) and the Southwest Louisiana Legislative Delegation (Shelley Johnson) shall serve initial terms of four years.

The terms served in this addendum shall be considered a full term pursuant to Article IV section 2.

Article V.

Section 2

SECTION 2. Election and Term of Office. The nominating committee, appointed by the Chair, shall nominate a slate of officers prior to the first district meeting of even numbered years and the officers of the District shall be elected by the Board of Commissioners at the first meeting of each even-numbered fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected. Each Commissioner is limited to two (2) consecutive terms for each office held.