

BY LAWS
HOUMA RESTORATION DISTRICT
Adopted November 1, 2022

ARTICLE I. NAME

This organization was created by Louisiana Act 352 of the 2022 Legislative Session, codified at La. R.S. 33:4709.31, as may be amended, and this organization is known as the Houma Restoration District (hereinafter, the "District").

ARTICLE II. PURPOSE

Section 1. The District is organized according to state law, which constitutes and declares the District to be a body politic and political subdivision of the state of Louisiana.

Section 2. Pursuant to Article VI, Secs. 19 and 21, of the Constitution of Louisiana, the District, acting through its Board, is granted all the rights, powers, privileges, and immunities granted to political subdivisions for the primary purposes of providing for restoration and preservation of the character of the area within the jurisdiction of the District, providing opportunity for cultural events, and encouraging economic development within the jurisdiction of the District that is consistent with the District's plan.

ARTICLE III. OFFICES

The District shall maintain its principal office within the boundaries of Terrebonne Parish, Louisiana.

ARTICLE IV. BOARD OF COMMISSIONERS

The District's governing body shall be a Board of Commissioners, whose members shall be appointed and serve in accordance with La. R.S. 33:4709.31(B) (hereinafter, the "Board").

ARTICLE V. OFFICERS OF THE BOARD

Section 1. The officers of the Board shall be the President, Vice-president, Secretary, and Treasurer. For convenience purposes, all officers and other persons discussed in these Bylaws are referred to in the masculine gender.

Section 2. President. The president shall be the principal officer of the Board and shall, in general, supervise and control all of the business and affairs of the District. The duties of the president shall be:

- A. to preside at all meetings of the Board with the right to vote on all issues, unless he elects or is required by law to abstain from voting on the issue at hand. Notwithstanding any provision to the contrary, 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 are faithfully observed and executed.

- C. to call special meetings of the Board at his discretion, or upon the request of four members of the Board.
- D. to serve as *ex officio* member of all committees with the right to vote on all issues.
- E. to ensure pursuit of those objectives established by the Board as provided for by law.
- F. to counter sign with the treasurer or any other properly authorized officer or staff of the District, any deeds, mortgages, bonds, contracts, or other instruments which the Board of has authorized to be executed.
- G. to establish committees composed of members of the Board 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 or the Board.
- H. to be the official records custodian of the District.
- I. to perform such other duties as are usually incumbent upon the president of a commission, board, or other entity similar in nature to the District, or as may be prescribed by the Board from time to time.

Section 3. Vice-president. In the absence of the president, or in the event of his 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 is temporarily incapacitated through illness or otherwise.
- B. to handle routine but necessary District business at times other than official meetings whenever the president's absence from the area or 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 shall elect a new president from nominees submitted by members of the Board.
- D. to counter sign checks with any other officer of the Board or duly authorized staff.
- E. to perform such other duties that from time to time may be assigned to him or her by the president or by the Board.

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

- A. when required, to attest on official document of the District or the Board with his signature and official seal of the District.
- B. to keep or cause to be kept a record of the minutes of all meetings of the Board and all committee meetings in one or more books provided for that purpose.
- C. to ensure or cause to be ensured the safekeeping of the records, minutes, papers and documents of the District and Board. All such records, minutes, papers, and documents shall be kept at the District's office and shall be available for inspection by Board members at all times.
- D. to ensure all notices are duly given in accordance with the provisions of these Bylaws and applicable public meeting laws of the state of Louisiana.
- E. 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.

- F. to counter sign checks with any other officers or duly authorized staff of the District.
- G. to keep a register of the addresses and contact information of each member of the Board.
- H. to perform other duties as are usually incumbent upon the office of secretary of a commission, board, or other entity similar in nature to the District, or as assigned by the president or the Board.

Section 5. Treasurer. If required by the Board, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The duties of the treasurer shall be:

- A. to maintain or cause to be maintained charge of, custody of, and responsibility for all funds and securities of the District from any source whatsoever.
- B. to deposit all such monies and 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.
- D. to submit any other special reports required by the president or by the Board.
- E. to sign documents relating to the financial business of the District and the Board as may be directed by the Board.
- F. to counter sign checks with anyone 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. 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 by the president or Board.

Section 6. Officer elections shall be affected by a majority vote. All officers shall be elected annually at a regular meeting of the Board with the term of each officer beginning on the date of the first meeting in the following calendar month. Officers of the Board shall hold office for one year, or until successors are elected.

Section 7. In case of 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 but who remains a member of the Board and still retains the qualifications required by law for such office, shall continue to serve in such office with full power until the successor shall have been duly elected.

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

Section 10. The Board may select and employ a chief executive officer (CEO), whose compensation package shall be determined by the Board.

ARTICLE VI. COMMITTEES

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

- A. Executive Committee. This committee shall be comprised of all the duly elected officers of the Board and one additional member at the discretion of the president. The executive committee is responsible for all financial matters, budget, policy and procedure issues, human resource issues, and shall have an exercise all the power and authority of the Board in the management of the authority and acts on behalf of the Board between regular Board meetings when a speedy decision on critical issues is necessary. The executive committee shall not, however, 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 unless contractual or vested rights of a third party are adversely affected. The CEO shall serve as a non-voting *ex officio* member of the executive committee.
- B. Fiscal Committee. This committee shall be responsible for all matters relating to auditing the District's finances. This committee shall be comprised of the treasurer, one member of the Board appointed by the president, and one certified public accountant not a member of the Board. This committee shall meet on an as needed basis but at least annually. The Fiscal Committee's primary focus shall be to develop a Financial Plan for regulating expenditures, procurements, reimbursements, investments, spending, and to develop best practices for managing the District's finances. All action of this committee is subject to Board approval.
- C. Planning and Compliance Committee. This committee will focus on projects within the jurisdiction that comport with the purposes of the District. This committee shall also serve as the liaison between the District and other regulatory bodies having jurisdiction over planning, zoning, economic development, and building code requirements within the District's jurisdiction. This committee shall also focus on compliance with all existing local, state, and federal regulations.

Section 2. The president shall have the right to establish *ad hoc* committees to address special issues as the needs arise 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. The CEO shall have no voting authority. Any such *ad hoc* committee shall be discharged upon completion of its assignment.

Section 3. The chairmanship and members of all standing committees shall be at the sole discretion of the president of the Board. The president shall make all reasonable attempts to delegate committee memberships evenly amongst the Board's commissioners.

Section 4. The Board may establish advisory committees and may appoint members to any such committee. Advisory committees shall meet with the Board upon the request of a majority of the sitting members of the Board.

ARTICLE VII. FINANCIAL MANAGEMENT

Section 1. The Board shall adopt an annual budget at its meeting in November for the following year. The Board may direct the Fiscal Committee to prepare the budget for presentation at the November Board meeting.

Section 2. It shall be the duty of the treasurer to oversee management of all funds of the District and accounting for same to the Board.

Section 3. The Board may authorize by resolution the president, vice president, or the CEO to enter into any contract or execute and deliver any instrument on behalf of the District 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 instruments of indebtedness issued in the name of the District shall be signed by such officer or officers, agent or agents of the District and in such manner as shall be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by both (1) an officer of the Board as authorized in these Bylaws and (2) countersigned by either the CEO or the treasurer.

Section 5. All those authorized to sign said instruments obligating the District for payment may be required by the Board to be bonded in an amount to be determined by the Board.

Section 6. Upon approval of the annual budget, the officers are authorized to make disbursements on account of expenses provided for in the budget without further approval of the Board in accordance with Section 4 of this Article.

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

Section 8. All funds of the District shall be deposited from time to time to the credit of the District in such local banks, trust companies, or other depositories as adopted by the Board.

Section 9. All disbursement of funds approved by the Board or the Executive Committee shall be by checks drawn against a checking account maintained in a local bank by the District and issued in accordance with these Bylaws, or as otherwise approved by the Board.

Section 10. The Executive Committee is authorized to approve and issue requests for proposals, to approve the selection of service providers, and to enter into professional service contracts not to exceed \$100,000 in order to carry out the missions of the District. Professional service contracts in excess of \$100,000 and all other contracts shall be submitted for approval to the Board.

Section 11. The Board or Executive Committee may accept on behalf of the District any contribution, gift, or bequest for general purpose or for any special purpose of the district.

ARTICLE VIII. COMPENSATION

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

Section 2. No member of the Board shall receive any other salary or compensation for his services as a member of the Board. However, the Board may reimburse any member for expenses actually incurred in the performance of his duties provided funds are available.

Section 3. Board member and employee reimbursement for reasonable expenses incurred in the conduct of official travel on behalf of the District shall be consistent with the best practices of the Louisiana Legislative Auditor, in compliance with the Louisiana Code of Governmental Ethics, and as approved by the Board or as authorized by the District's Financial Plan.

ARTICLE IX. CONFLICTS OF INTEREST

It shall be the responsibility of each member of the Board to be familiar with and adhere to the requirements of the Code of Governmental Ethics for the state of Louisiana, as may be amended from time to time.

ARTICLE X. MEETINGS

Section 1. The regular meetings of the Board will be held at a time and place as designated by the president.

Section 2. The Board shall regularly meet on the first Tuesday of each month. The Board may reschedule the regular meeting in the event the meeting falls on a holiday or otherwise creates a scheduling conflict. A schedule of regular meetings of the Board shall be developed and provided to each member and to the public.

Section 3. The schedule of regular meetings and notices of regular meetings, shall be posted 24 hours in advance or as prescribed by law at the District office and on public bulletin boards near the Council Meeting Room of the Terrebonne Parish Consolidated Government located on the second floor of the Government Tower Building, 8026 Main St, Houma, Louisiana. In addition, the schedule of regular meetings and notices of rescheduled 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 may be called by the president at his discretion. The president shall call a special meeting upon the request of any four Board members.

Section 5. When a special meeting is called, the president shall make known the purpose for which the meeting is called. Only those matters that were included in the call shall be considered at the special meeting unless there is a unanimous approval by the voting members present.

Section 6. The secretary shall cause a written notice of the time and place of a special meeting to be mailed, faxed, emailed, or hand delivered, to each Board member at the addresses of the members as they appear in the records of the District, at least two days before the date on which the meeting is to be held, or as soon as is practical if the meeting is scheduled less than two days from the call of the meeting.

Section 7. Any member of the Board, or the CEO, may submit to the secretary an item to include for discussion and/or action at the next regular meeting. All requests shall be made at least 72 hours prior to the start of a regular meeting. The secretary shall prepare and submit to the Board, at least 48 hours prior to a regular meeting and 24 hours prior to any special meeting, an agenda covering the items of business to be considered and acted upon at each meeting. 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. Agendas shall be posted at the District office and on public bulletin boards near the meeting room of the Terrebonne Parish Council as noted herein above at least 24 hours before the start of the meeting.

Section 8. All Board members are expected to attend all regular and special Meetings.

Section 9. In addition to the members of the Board, the CEO shall attend all meetings of the Board unless excused from attending by the Executive Committee or as otherwise provided in the CEO's contract, or as directed by the Board.

Section 10. 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. Upon proper notice, standing committees may meet more frequently as need dictates. Standing committee meetings, when held, are to be held in advance of the scheduled regular meeting of the Board, if possible, so the minutes of the committee meeting may be considered and ratified at the regular meeting.

Section 11. Any Board member who will be absent from any regular, special, or committee meeting shall alert the President, Vice-President, and Secretary as soon as he becomes aware of the imminent absence.

Section 12. All regular and special meetings of the Board, including all committee meetings, are open to the public, subject only to the provisions of state law governing executive session.

Section 13. Members of the public may offer comments at all meetings of the Board, subject to rules of decorum, germaneness, and time limits established the Board for such matters.

ARTICLE XI. QUORUM

Section 1. A quorum of the Board shall consist of five members of the Board. A quorum of a committee shall consist of at least half of the voting members of the committee.

Section 2. A motion or resolution of the Board or committee member shall be adopted by a simple majority of the voting members present, providing a quorum is present at the meeting or committee meeting.

Section 3. All members shall be physically present at the meeting in which his vote is recorded. Voting by proxy, telephone, or video conference is not allowed.

Section 4. Unless otherwise provided herein, all matters approved by committee shall become effective after presentation to and adoption by the Board.

Article XII. PARLIAMENTARY PROCEDURE

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

ARTICLE XIII. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of those present at any regular or special meeting of the Board called for that purpose, provided that a quorum is present.

ARTICLE XIV. AUDIT

Section 1. The accounts of the District shall be audited annually at the close of business on December 31 each year by an independent certified public accountant selected by the Board.

Section 2. The audit shall comply with all applicable provisions of La. R.S. 33:130.251, *et seq.*, as may be amended.

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

ARTICLE XV. ENACTMENT

These Bylaws are adopted on this 1st day of November 2022 by the Board of Commissioners of the Houma Restoration District.

ATTEST: DATE: Nov. 1, 2022

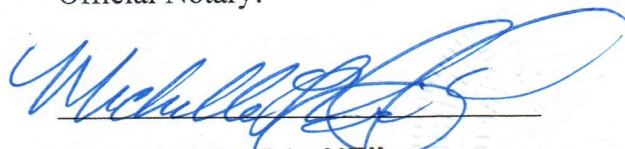


Noah Lirette, President
Houma Restoration District



Sandra Corbett
Secretary
Houma Restoration District

Official Notary:



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My Commission is issued for life