

BYLAWS

TERREBONNE ECONOMIC DEVELOPMENT AUTHORITY

ARTICLE I – NAME

This organization is created by Louisiana State Statute, Act No. 2 of the 1989 Regular Session, as amended by Act No. 622 of 2004 La. Sess. and Act No. 191 of 2015 La. Sess., is known as the Terrebonne Economic Development Authority (TEDA), and is referred to in these Bylaws as the “Authority,” “TEDA,” or the “District.”

ARTICLE II – MISSION STATEMENT

“To enrich the region’s livability by advancing its economic vitality.”

ARTICLE III – PURPOSE

Section 1. The Terrebonne Economic Development Authority is organized and enabled according to La. R.S. 33:130.251 et seq. by the Louisiana State Legislature. The Authority is constituted and is declared to be a body politic and political subdivision of the State of Louisiana, as defined in Article VI, Section 44 of the Constitution of Louisiana.

Section 2. Pursuant to Article VI, Sections 19 and 21 of the Constitution of Louisiana, the Authority, acting through its Board of Commissioners, the governing authority of the District, is granted all the rights, powers, privileges, and immunities granted to political subdivisions for economic development purposes.

Section 3. Said purposes include, but are not limited to the power of taxation, the power to incur debt and issue revenue and general obligation bonds, certificates of indebtedness, bond and certificate anticipation notes, and refunding bonds, subject to the limitations of La. R.S. 33:130.251 et seq. and the applicable provisions of state and federal law.

Section 4. The authority shall not be deemed to be an instrumentality of the state for purposes of Article X, Section 1(A) of the Constitution of Louisiana.

ARTICLE IV – OFFICES

The Board of Commissioners of the Terrebonne Economic Development Authority shall maintain its principal office within the boundaries of Terrebonne Parish, Louisiana.

ARTICLE V – BOARD OF COMMISSIONERS

Section 1. In accordance with La. R.S. 33:130.252, as amended by Act No. 191 of 2015 La. Sess., the Board of Commissioners of the Terrebonne Economic Development Authority shall consist of **nine (9) members**. Each member shall be a citizen of the United States, a qualified voter residing within the boundaries of the authority, and either a proprietor, partner, or officer of a business located within the boundaries of the authority. Appointments to the Authority’s Board of Commissioners and confirmations thereof shall be in accordance with La. R.S. 33:130.252, as amended by Act No. 191 of 2015 La. Sess. and as enumerated in the following subsections of La. R.S. 33:130.252(A).

(1) Two members, both of whom are Black or African American, appointed by the governing authority of the parish of Terrebonne.

(2) One member appointed by the president of the parish of Terrebonne.

(3) Three members appointed by the governing board of the South Central Industrial Association and confirmed by the governing authority of the parish of Terrebonne.

(4) Three members appointed by the governing board of the Houma-Terrebonne Chamber of Commerce and confirmed by the governing authority of the parish of Terrebonne.

ARTICLE VI – OFFICERS

Section 1. The officers of the Authority's Board of Commissioners shall be the following:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer

Section 2. President. The President shall be the principle officer of the Authority and shall, in general, supervise and control all of the business and affairs of the Authority. The duties of the President shall be:

- a) To preside at all meetings of the Board of Commissioners with the right to vote on all issues, unless he/she elects or is required by law to abstain from voting on the issue at hand. 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 of Commissioners are faithfully observed and executed.
- c) To call Special Meetings of the Board at his/her discretion, or upon the request of four (4) members of the Board of Commissioners of the Authority.
- d) To serve as an *ex-officio* member of all committees with the right to vote on all issues.
- e) To insure aggressive pursuit of those objectives established by the Board of Commissioners, as provided for by law.
- f) To countersign with the Treasurer or any other properly authorized officer or staff of the Authority, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Commissioners have authorized to be executed.
- g) To establish committees composed of members of the Board of Commissioners 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 and/or the Board of Commissioners.
- h) In general, to perform such other duties as are usually incumbent upon the President of an economic development office, or as may be prescribed

by the Board of Commissioners from time to time.

Section 3. Vice President. In the absence of the President, or in the event of his/her 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 when the President is temporarily incapacitated through illness or otherwise.
- b) To handle routine but necessary Authority business, at times other than official meetings whenever the President's absence from the area of 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 of Commissioners shall elect a new President from a list of nominees prepared and submitted by an *ad hoc* Nominating Committee.

- d) To countersign checks with any other officer of the Board of Commissioners or duly authorized staff.
- e) To perform such other duties that from time to time may be assigned to him/her by the President or by the Board of Commissioners.

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

- a) When required, to attest to any official document of the Terrebonne Economic Development Authority and/or the Board of Commissioners with his/her signature and official seal of the Authority.
- b) To keep or cause to be kept, a record of the minutes of all meetings of the Board of Commissioners and all committee meetings in one or more books provided for that purpose.
- c) To insure or cause to insure the safekeeping of the records, minutes, papers and documents of the Authority and Board of Commissioners. All such records, minutes, papers and documents shall be kept at the Authority's office and shall be available for inspection by Board members at all times.

- d) To insure all notices are duly given in accordance with the provisions of these Bylaws and applicable public meeting laws of the State of Louisiana.
- e) To be the official Records Custodian of the Authority and the Board of Commissioners.
- f) 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.
- g) To countersign checks with any other officers or duly authorized staff of the Authority.
- h) To keep a register of the post office address of each member of the Board of Commissioners
- i) To perform such other duties as are usually incumbent upon the office of Secretary of a commission, board or other entity similar in nature to the Authority, or as assigned by the President and/or the Board of Commissioners.

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

- a) To maintain or cause to be maintained charge, custody of and responsibility for all funds and securities of the Authority from any source whatsoever.
- b) To deposit all such monies in 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 of Commissioners.
- d) To submit any other special reports required by the President or by the Board.
- e) To sign documents relating to financial business of the Authority and the Board of Commissioners as may be directed by the Board.
- f) To countersign checks with any one 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) In general, 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/her by the President or by the Board of Commissioners.

Section 6. All officers shall be elected annually at the Regular Meeting held in December with the term of each officer beginning on the date of the first meeting in the following calendar year. Officers of the Board of Commissioners shall hold office for one year, or until successors are elected. No office may be held by the same Board member for more than three (3) consecutive terms.

Section 7. In case a 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, or who has resigned without an effective resignation date, but who still retains the qualifications required by law for such office, shall continue to serve in such office with full power until a successor shall have been duly elected.

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

Section 10. The Board of Commissioners shall select and employ the Chief Executive Officer (CEO), whose compensation package shall be determined by the Board.

Section 11. Elections shall be effected by majority vote.

ARTICLE VII – COMMITTEES

Section 1. The Terrebonne Economic Development Authority 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 of Commissioners of the Authority and one additional member at the discretion of the President of the Authority. The Executive Committee is responsible for all financial matters, budget, policy and procedure issues, human resource issues, and shall have and exercise all the power and authority of the Board of Commissioners in the management of the Authority and acts on behalf of the Board of Commissioners between Regular Commission meetings when a speedy decision on a critical issue is necessary. The Executive Committee, however, shall not 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 of Commissioners of the Authority unless contractual or vested rights of the third party are adversely affected. The Authority's CEO shall serve as a non-voting *ex officio* member of the Executive Committee.

b) **Workforce Development Committee:** This committee will address all issues that directly and indirectly influence availability of labor; training; business retention; incentives; small business development; assistance extended to entrepreneurs; and educational outreach. Any other relevant duties assigned by the President, Board of Commissioners, or designated in the strategic plan. All action of this committee is subject to Board approval.

c) **Infrastructure Committee:** This committee will focus on primary as well as secondary infrastructure projects that have an impact on existing and future business expansion. Included within the committee's scope are all transportation needs consisting of roadways; rail; air transport; and canal related issues. The deepening of the Houma Navigational Canal; wastewater management; utility demands; and legislative initiatives that can enhance and protect the environment of the Parish also fall within the framework of this committee. In addition, all facilities for private sector initiatives as well as the TEDA office and other TEDA properties would fall within the scope of this committee. Any other relevant duties assigned by the President, Board of Commissioners, or designated in the strategic plan. All action of this committee is subject to Board approval.

d) **Community Development Committee:** This committee's primary focus will be centered upon quality of life issues. Areas of importance include (but are not restricted to) business attraction; tourism; downtown development; retail/commercial concerns; public relations; housing; and marketing/advertising campaigns. Coordination of efforts with other agencies and organizations is recommended for all committees whenever it is possible to avoid a duplication of efforts and join forces for a common goal. Any other relevant duties assigned by the President, Board of Commissioners, or designated in the strategic plan. All action of this committee is subject to Board approval.

e) **Audit Committee:** This committee shall be responsible for all matters relating to auditing TEDA's finances. This committee shall be comprised of the following members:

- 1) The current Board Treasurer
- 2) One current member of the Board appointed by the current President
- 3) One certified public account not a member of the Board of Commissioners

This committee shall meet on an as-needed basis but at least annually. All action of this committee is subject to Board approval.

Section 2. The President shall have the right to establish *ad hoc* committees to address special issues as the need arises and to appoint the President and members of any such committee. The President and the CEO shall serve as *ex officio* members of each *ad hoc* committee. In this capacity the CEO shall have no voting authority. Any such *ad hoc* committee shall be discharged upon completion of its assignment.

Section 3. The Presidentship and members of all standing committees shall be at the sole discretion of the President of the Authority's Board of Commissioners.

Section 4. The Board of Commissioners 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 board membership.

ARTICLE VIII – FINANCIAL MANAGEMENT

Section 1. The Board of Commissioners shall adopt an annual budget at its meeting in November for the following year.

Section 2. It shall be the duty of the Treasurer to oversee management of all funds of the Authority and accounting for same to the Board of Commissioners.

Section 3. The Board of Commissioners 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 Authority 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 evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall be determined by the Board of Commissioners. In the absence of such determination by the Board of Commissioners, such instruments shall be signed by an officer of the Board of Commissions and countersigned by the CEO.

Section 5. All those authorized to sign said instruments obligating the Authority for payment shall be bonded for an amount to be determined by the Board of Commissioners.

Section 6. Upon approval of the annual budget, the officers may be authorized to make disbursements on account of expenses provided for in the budget without further approval of the Board of Commissioners.

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

Section 8. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such local banks, trust companies, or other depositories as dictated by the “TEDA Fiscal Policy” adopted by Board of Commissioners.

Section 9. All disbursement of funds approved by the Board of Commissioners or the Executive Committee shall be by checks drawn against a checking account maintained in a local bank by the Authority.

Section 10. All disbursement of checks shall be issued in accordance with the “TEDA Fiscal Policy” as approved by the Board of Commissioners.

Section 11. The Terrebonne Economic Development Authority will adhere to the applicable rules, regulations, procedures and ordinances of Terrebonne Parish Consolidated Government as they relate to the purchase of goods and services (excluding Professional Services).

Section 12. The Executive Committee of the Authority is authorized to approve the issuance of requests for proposals, to approve the selection of service providers and to enter into professional services contracts not to exceed \$150,000.00 in order to carry out the mission of the Terrebonne Economic Development Authority. Professional services contracts in excess of \$150,000.00 will be submitted for approval by the Terrebonne Parish Council.

Section 13. The Board of Commissioners may accept on behalf of the Authority any contribution, gift, or bequest for general purpose or for any special purpose of the Authority.

ARTICLE IX – COMPENSATION

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

Section 2. No member of the Authority’s Board of Commissioners shall receive any other salary or compensation for his/her services as a member of the Board of Commissioners; however, the board may reimburse any member for expenses actually incurred in the performance of his duties, provided funds are available.

Section 3. Board members and employees reimbursement for reasonable expenses incurred in the conduct of official travel on behalf of the Authority shall be consistent with the TEDA fiscal policy as approved by the Board of Commissioners.

Section 4. The Executive Committee or Board of Commissioners shall also have the authority to reimburse expenses incurred by elected Terrebonne Parish officials for travel undertaken at the request of the Executive Committee or Board of Commissioners.

ARTICLE X – CONFLICT OF INTEREST

Section 1. It shall be the responsibility of each member of the Authority's Board of Commissioners to be familiar with and adhere to the requirements of the Code of Governmental Ethics for the State of Louisiana, in particular, Part II Ethical Standards for Public Servants, R.S. 42:1101 *et seq.*, as amended from time to time.

ARTICLE XI – MEETINGS

Section 1. The Regular Meetings of the Board of Commissioners will be held at a time and place as designated by the President.

Section 2. The Board shall meet monthly on a date to be decided by the Board. A specific schedule of Regular Meetings of the Board of Commissioners shall be developed and provided to each member.

Section 3. The schedule of Regular Meetings, or notices of meetings, shall be posted twenty-four (24) hours in advance or as prescribed by law at the Terrebonne Economic Development Authority office and on public bulletin boards near the Parish Council Meeting Room located on the second floor of the Government Tower Building, 8026 Main Street, Houma, LA. In addition, a notice of all 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 of Commissioners may be called by the President of the Board at his/her discretion, but must call a Special Meeting upon the request of any four (4) Board members.

Section 5. When calling a Special Meeting, the President shall make known the purpose(s) 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 unanimous approval by those voting members present.

Section 6. The Secretary shall cause a written notice of the time and place of a Special Meeting to be mailed, facsimiled, emailed, or hand delivered, to each Board member, at the addresses of the Board members as they appear in the records of the Authority, at least two days before the day on which the meeting is to be held, or shall communicate the notice of such meeting to each Board member by telecopy (facsimile), email or telephone no later than twenty-four (24) hours before the meeting is to be held.

Section 7. The CEO shall prepare and submit to the Board, at least forty-eight (48) hours prior to a Regular Meeting and twenty-four (24) hours prior to any Special Meeting of the Board, an agenda covering the items of business to be considered and acted upon at each meeting of the Board. 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. All such meeting agendas shall be posted at the Authority's office and on public bulletin boards near the Meeting Room of The Terrebonne Parish Council as noted in Section 3.

Section 8. In addition to the members of the Board, the Authority's Chief Executive Officer shall attend all meetings of the Board of Commissioners unless excused from attending by the Executive Committee or as otherwise provided in the CEO's contract, or directed by the Board not to attend.

Section 9. All Board members are expected to attend all Regular and Special Meetings of the Board of Commissioners.

Section 10. All Standing Committees shall meet on an "as needed basis" rather than quarterly, with a 72 hour notice. 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 of Commissioners. 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 of Commissioners, if possible, so the minutes of the committee meeting may be considered and ratified at the Regular Meeting.

Section 11. Board members who were appointed pursuant to R.S. 33:130.252(A)(1) may be removed with or without cause by a two-thirds vote of the governing authority of the parish of Terrebonne. Board members who were appointed pursuant to R.S. 33:130.252(A)(2) through (4) may be removed with or without cause by the appointing authority. Additionally, Board members who were appointed pursuant to R.S. 33:130.252(A)(2) through (4) may be removed with cause by a two-thirds vote of the remaining board membership. A Board member's absence from three (3) regularly scheduled monthly Board meetings in any calendar year, unless such absences are excused as hereinafter provided, shall be considered sufficient cause for removal of a Board member appointed pursuant to R.S. 33:130.252(A)(2) through (4) by a two-thirds vote of the remaining board membership. Attendance or lack thereof at Special Meetings shall not be taken into consideration for purposes of this provision.

Section 12. In order to have an absence from a regularly scheduled Board meeting approved, the absent Board member shall submit written correspondence to the CEO or designee, which must be received no later than five (5) days after the date of the missed board meeting, setting forth the reason(s) for such Board member's absence from the Board meeting. The Executive Committee shall decide, by majority vote, whether to excuse such Board member's absence from the Board meeting. If the Executive Committee excuses an absence from a regularly scheduled Board meeting, then such absence shall not be deemed to be an absence for the purposes of removal for cause pursuant to Section 11.

Section 13. All Regular and Special Meetings of the Board of Commissioners of the Authority, including all committee meetings, are open to the public, subject only to the provisions of state law governing Executive Session.

Section 14. Members of the public may offer comments at all meetings of the Board of Commissioners, subject to rules of decorum, germaneness and time limits established by the Board for such matters.

ARTICLE XII – QUORUM

Section 1. A quorum of the Board of Commissioners of the Terrebonne Economic Development Authority shall consist of -five (5) members of the Board of Commissioners.

Section 2. A Motion or Resolution of the Board of Commissioners or Authority committee 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 required to be physically present at the meeting in which his/her vote is recorded. Voting by proxy or telephonically is not allowed.

ARTICLE XIII – PARLIAMENTARY PROCEDURE

The Proceedings of the Board of Commissioners of the Terrebonne Economic Development Authority shall be governed by and conducted in accordance with Robert's Rules of Order, Newly Revised; a New and Enlarged Edition.

ARTICLE XIV – AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds vote of those present at any Regular or Special Meeting called for that purpose of the Board of Commissioners of the Authority, provided that a quorum is present.

ARTICLE XV – AUDIT

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

Section 2. The audit shall comply with all applicable provisions of La. R.S. 33:130.251 et seq.

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

ARTICLE XVI – ENACTMENT

These Bylaws were adopted on the 13th day of October, 2015, by the Board of Commissioners of the Terrebonne Economic Development Authority.

ATTEST:

DATE: _____

Kerry Chauvin
TEDA Board of Commissioners President

Chad Hebert
TEDA Board of Commissioners Secretary

Official Notary: _____

Witnessed by: _____