

**BY-LAWS**

of the

**BOARD OF COMMISSIONERS**

for the

**TERREBONNE LEVEE & CONSERVATION DISTRICT**

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**SECTION I**

The Terrebonne Levee & Conservation District (hereinafter “TLCD”) was created by the Louisiana Legislature by Act 1407 of the 1997 Regular Session under LA R.S. 38:291(U). The management and control of the District shall be vested in the Board of Commissioners (hereinafter “Board”) of TLCD. In addition to any other powers and duties provided by law, the primary duty of the Board shall be to establish, construct, operate, or maintain flood control works as they relate to hurricane protection, tidewater flooding, saltwater intrusion, and conservation. As a secondary duty, the Board shall have the authority to establish flood control, adequate drainage relating to tidal or riverine flooding, and water resources development including but not limited to construction of reservoirs, diversion canals, gravity and pump drainage systems, erosion control measures, and marsh management. It shall organize and elect a President and a Vice-President from their members and such other officers as the Board deems necessary. It shall appoint a Secretary, who shall be an employee of the District. The Board may appoint an attorney. Unless otherwise appointed by the Board, the TLCD attorney shall be the Terrebonne Parish District Attorney’s Office. It shall designate the time and select the place for holding its sessions which may be convened at any time upon call of the President, or in the absence of the President upon call of the Vice-President, or upon call of three (3) of the commissioners.

**SECTION II PRESIDENT**

It shall be the duty of the President to preside over the deliberations of the Board and impartially enforce the rules and orders adopted for the government of the Board. The President shall report to the Board, at each meeting, any and all proceedings during the recess and also the report of other officers received by the President. The President shall enforce the provisions of the laws and execute all orders of the Board not directed to any other officer. The President shall negotiate all bonds, issue scrip, or other evidences of indebtedness authorized by the Board. The President shall serve at the pleasure of the Board for a period of one year from the first regularly scheduled meeting in July and shall be elected by a majority of the members present and voting, abstentions not being counted in the total vote. The President shall be eligible for re-nomination and re-election. The President may be removed from office during his term by an affirmative vote of five (5) Board Members at a meeting duly called for such purpose or at a regular monthly meeting after due notice to all members.

The President shall not vote at Board meetings, including Committee meetings, unless the President’s vote is the deciding vote for the entire Board or Committee.

**SECTION III VICE-PRESIDENT**

A Vice-President shall be elected at the same time the President is elected. The Vice-President shall have the same authority as the President and act in the place of the President when for any cause the President is absent. In case of a vacancy in the President’s office due to death, resignation or any other cause, the Vice-President shall fill the unexpired term of the President or until the Board shall elect a President. It shall be the duty of the Vice-President to aid and assist the President in all of the duties bestowed upon the President herein and in all activities the President may undertake for and on behalf of the Board. It is not to be construed, however, that the concurrence of the Vice-President shall be necessary in any action taken by the President. The Vice-President shall serve at the pleasure of the Board for a period of one year from the first regularly scheduled meeting in July and shall be elected by a majority of the members present and voting, abstentions not being counted in the total vote. The Vice-

President shall be eligible for re-nomination and re-election. The Vice-President may be removed from office during his term by an affirmative vote of five (5) Board Members, at a meeting duly called for such purpose or at a regular monthly meeting after due notice to all members.

#### SECTION IV EXECUTIVE DIRECTOR

The Board may appoint an Executive Director, who shall be an employee of the District, serve at the pleasure of the Board, subject to the terms of any valid employment contract approved by the Board, and who shall be the Chief Executive Officer (CEO) of TLCD. The Executive Director will render full time professional services to the TLCD in the capacity of Executive Director for the full term of his or her contract. He or she will at all times, faithfully, industriously, and to the best of his or her ability, perform all duties that may be required by virtue of the position as Executive Director, all duties set forth in the by-laws of the Board of Commissioners of the TLCD, state laws and duties which the Board directs, to the satisfaction of the Board. The Executive Director shall be responsible to the Board for the day-to-day operation and maintenance of the structures and facilities under the jurisdiction of TLCD. The Executive Director's activities shall be directed by the Board, and the Executive Director shall have supervisory authority over all operations and maintenance, including personnel. Executive Director's duties shall include, but not be limited to:

- **Strategic, Long-Range Planning:** Engaging in the planning and decision making in such areas as the long-range objective planning of adequate flood, hurricane, and coastal protection for Terrebonne Parish.
- **Planning and Organizing:** Planning, scheduling, and monitoring all Board contracts, meetings and project including but not limited to the Morganza to the Gulf Hurricane Protection Project.
- **Crisis/Emergency Action:** Recognizing critical problems and acting promptly and decisively to alleviate flooding potential; taking charge in crisis situations, including but not limited to eminent hurricane threats to Terrebonne Parish and all necessary responses for any actual or potential disasters involving responsibilities of the TLCD.
- **Supervising:** Directing the work of subordinate employees and TLCD consultants; scheduling and allotting work; motivating subordinates; appraising their performance; maintaining smooth working relationships among subordinates; employing and terminating subordinate employees.
- **Controlling:** Controlling the allocation of human, financial, and material resources by activities including, but not limited to, assignment of supervisory responsibility, expense controls, performance goals, budgets, and employee responsibilities.
- **Advising:** Applying advanced techniques and methods to address special problems, issues, and questions; providing decision makers with critical inputs consistent with areas of expertise. The Executive Director shall recommend such works and measures to the Board as he or she may deem advisable.
- **Administering:** Providing staff services to the Board; securing and consolidating facts and information for others; keeping detailed records about projects, personnel, costs, schedule, etc.
- **Contracting:** The Executive Director shall, with approval of the Board, let out and execute all contracts for work, make and execute written instruments in connection with contracts for work, and draw warrants for contract payment from TLCD-held accounts. Executive Director shall be responsible for and shall oversee the retention of contract sums according to contract terms whenever the Board approves warrants for work performed. With Board approval, the Executive Director shall make written contracts with all parties undertaking to build or repair any levee or levees, and/or structures, specifying distinctly the time for its completion and the mode in which the work is to be performed, and such other stipulations as the Board may deem necessary. The Executive Director shall ensure TLCD obtains good and sufficient bid, performance, and payment bonds for all public works contracts let out under the Louisiana Public Bid Law, namely La. R.S. 38:2211 et seq.
- **Coordinating:** Coordinating with other Federal, State, and Local governmental organizations to achieve organizational goals; directing and integrating the efforts of others over whom the Executive Director exercises no direct control; negotiating and organizing resources; handling conflicts and disagreements when necessary.
- **Representing:** Interacting with individuals external to the TLCD, such as government and community representatives; promoting and negotiating the Board's directives and goals toward hurricane, flood, and coastal protection.
- **Attendance:** Attending meetings of the Board, its committees and, as necessary, meetings

of federal, state, local and other entities in order to serve and promote the goals and functions of the board.

The Executive Director shall have discretionary authority to make expenditures of TLCD funds in furtherance of the business of the District in accordance with applicable public bid and procurement laws, as follows: (i) without Board approval for expenditures in amounts not to exceed \$10,000.00; (ii) with prior approval of one of the following Board Officers: President, Vice-President, or Chairman of the Finance Committee, for expenditures greater than \$10,000.00 and not to exceed \$20,000.00; and (iii) with prior approval of not less than two of the following Board officers: President, Vice-President, or Chairman of the Finance Committee, for expenditures greater than \$20,000.00 and not to exceed \$30,000.00

Emergency Expenditure Authorization. In the event that: a) a declaration of emergency due to a tropical weather event has been declared by the Governor of Louisiana or by the Terrebonne Parish President; or b) a declaration of emergency has been declared by the Board of Commissioners of TLCD; or c) a declaration of an extreme public emergency has been declared by the Board President, the Executive Director shall have authorization to expend funds in the “Emergency Disaster and Contingency Account” created on May 14, 2013 by TLCD RESOLUTION NO. 13-008, provided he or she shall obtain prior approval of the Board President, or in the Board President’s absence, the Vice-President or the Chairman of the Finance Committee, and provided further that said expenditures shall be brought for approval to the Board of Commissioners at their next regularly-scheduled meeting. .

The Emergency Expenditure Authorization provided for herein will include any future Board-approved amendments to the “Emergency Disaster and Contingency Account”

## **SECTION V SECRETARY—ADMINISTRATIVE MANAGER**

Unless someone has been otherwise appointed by the Board to serve as Secretary, the TLCD Administrative Manager shall serve as Board Secretary. The Secretary shall attend all meetings of the Board and shall make and keep an official record of its proceedings and shall assist the President and Vice-President whenever required in performing work on behalf of the Board. The Secretary shall have the minutes of all Board meetings published in the official journal of TLCD in accordance with Louisiana law. The Secretary’s salary shall be fixed by the Board. At each regular meeting of the Board, or more often if required, the Secretary shall present a statement showing the amount of warrants for payment by TLCD. The Secretary shall be responsible for ensuring no warrants for payment on any projects or contracts managed by an engineer are presented to the Board for approval, in part or full payment, without the certificate of the engineer in charge that the part to be paid for, or the whole work, as the case may be, has been completed and the conditions have been met according to the contract. The Secretary shall furnish the Board with a monthly report of all funds of the Terrebonne Levee and Conservation District and shall keep a record of all warrants drawn against the District’s funds. The District’s books shall at all times be open to the inspection of any member of the Board upon request. The Secretary shall preserve on file all orders, reports, accounts and other documents received by the Secretary in his/her official capacity and shall perform, all clerical duties required by the Board or by the President. The books and stationary necessary for the office of Secretary shall be paid for by the Board. Both the Secretary/Administrative Manager and the Operations Manager shall have discretionary authority for expenditures in furtherance of the business of the District in an amount up to \$5,000.00 without Board approval, and for expenditures in furtherance of the business of the District in an amount over \$5,000.00 but less than \$10,000.00 with the prior approval of the Executive Director. Whenever the Secretary/Administrative Manager or the Operations Manager uses the discretionary authority for expenditures provided herein, said expenditures shall be brought before the full Board for approval at the next regularly scheduled meeting.

The Secretary shall be the official custodian of all records of the District, and he or she shall provide an indexing system for all documents and records and establish appropriate policies and procedure concerning TLCD documents and records.

## **SECTION VI STANDING COMMITTEES**

There shall be two standing committees of the Board: The Finance Committee and the Planning and Projects Committee. The President shall appoint the members and the officers of each standing committee. The President may appoint such other committees and the members and officers thereof to perform whatever duties are necessary. All committees shall render a report to the full Board of all

activities undertaken since the last Board meeting and to make recommendations of necessary action to the Board.

The minutes of each committee meeting shall be presented at the next regular meeting of the full board for acceptance and/or ratification. Ratification of the minutes of any action taken by the committee by a majority of the members of the Board present and voting shall constitute full action of the Board on any matter so ratified. Any member of the Board may request that a particular action of the committee be voted on separately by the full Board.

#### **SECTION VII DECORUM**

The proceedings of said Board shall be conducted in an orderly manner, in accordance with Roberts Rules of Order, with only one member speaking at a time after having been recognized by the President or Committee Chairman, and no member shall interrupt the speaker without his/her consent. All remarks shall be addressed to the Chairman and shall be free from unparliamentary language. Whenever the law permits the Board may, by affirmative vote of a majority of members present and voting, suspend Roberts Rules of Order.

#### **SECTION VIII CARE AND POLICE OF LEVEES**

The Board shall undertake the maintenance and preservation of, and shall insure the integrity of, flood gates, levees, pumps, pumping stations, drainage channels, seawalls, jetties, breakwaters and all other District-owned facilities, and shall be authorized to hire personnel who are to perform all the duties prescribed by the Board and the Executive Director. The Board may issue guidelines for the use and control of levee property and to enforce compliance therewith.

#### **SECTION IX DOMICILE**

The domicile of the Board shall be 220 Clendenning Road, Houma, Louisiana 70363.

#### **SECTION X MEETINGS**

##### **A. Regular Meetings:**

There shall be two (2) regular meetings of the Board each month at such a time and place fixed by the Board. It shall be the duty of the Secretary to implement a Board approved Agenda policy and provide formal notice of meetings in writing to each member, except in cases of emergency.

##### **B. Special Meetings:**

The Board may have a special meeting if called by the President, or in his/her absence, the Vice President, or any three Board members by giving twenty-four (24) hours written notice.

##### **C. Emergency Meetings:**

When there exists an imminent threat to the persons or property of the citizens within the Board's jurisdiction or the surrounding area, the Board may hold an Emergency Meeting.

Emergency Meetings may be called by the President or in his/her absence, the Vice-President. In the absence of the President and the Vice-President, an Emergency Meeting may be called by any three (3) Board Members.

Verbal notice to Board Members of Emergency Meetings is specifically authorized. Verbal notice may be given by the person calling the meeting or his designee. The person notifying each Board Member shall note the date, time and manner in which each Board Member was notified and keep a record of same. Board Members need only be given as much prior notice as the Emergency conditions causing the call of the meeting may allow.

The public shall be given such notice of the Emergency Meeting as circumstances permit consistent with Louisiana Law.

A record of the purpose of the meeting, the names of the Board Members present, the matters brought before the Board at the meeting and the vote of each member as to each such matter shall be kept.

Only matters which directly relate to the Emergency condition which gave rise to the call of the meeting may be properly brought before the Board at such a meeting.

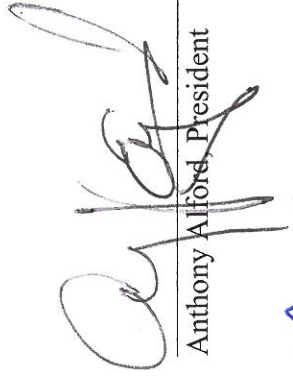
D. Public Meetings:

All meetings of the Board and its committees shall be open to the public; however, on any matter that the Board or its committees deem advisable, it may go into executive session, subject to the provisions of Louisiana Law.

**SECTION XI**                      **AMENDMENT OF BY-LAWS**

These by-laws may be amended by an affirmative vote of a majority of the authorized membership of the Board at any regularly scheduled meeting, after each member of the Board has received five (5) calendar days written notice of the proposed by-law amendment.

Adopted: March 6, 2019

  
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Anthony Alford, President

  
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Leward Henry, Vice President

  
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Angela Hidalgo, Board Secretary