

**WEST CALCASIEU PARISH
COMMUNITY CENTER AUTHORITY**

BOARD OF DIRECTORS

POLICY MANUAL

**I. The West Calcasieu Parish Community Center Authority
And The Policy Manual**

The West Calcasieu Parish Community Center Authority “WCPCCA” is an Authority created by the State of Louisiana.

The major function of the WCPCCA shall be to build, maintain, and operate a rodeo arena, sports complex, or community center with in the boundaries of Wards 4, 5, 6, and 7 of Calcasieu Parish.

Major funding for the WCPCCA operations, building a maintaining comes through monies secured from state sales tax collected on hotel/motel occupancy in West Calcasieu. Parish (3.98%).

The purpose of the manual is to supplement the less detailed Bylaws, which are the legal basis for the operation of this authority, and to codify current policy for the information and guidance of the Board of Directors, WCPCCA staff, Committees, and Volunteers.

Copies of this manual will be provided to each Board member, each staff member, and each committee chairman. It is expected they will become familiar with it and use it on a recurring basis. Requests for copies of this manual will be referred to the Board Chairman.

No policy will be adopted, amended, or replaced except by the action of the Executive Committee and confirmation by the Board of Directors.

There is no limit on the length of time a policy shall exist.

All concerned are encouraged to inform the Board of Directors of policies, which may be in conflict with their respective activities, or to recommend new policies for inclusion in this manual. The Chairman of the Board of Directors can appoint a committee to identify policies, which are developed in the course of routine business in order that all policies are promptly referred to the Executive Committee for possible incorporation in the manual.

It shall be the responsibility of the WCPCCA legal counsel to review all policies before their adoption to ensure the policies comply with the law, and to inform the Board of Directors of any legal implications.

NOTE:

- The specific duties of the Officers of the Board of Directors are listed in the Bylaws.
- The term “chairman” shall indicate a person of either sex.

PROCEDURE FOR AMENDMENTS TO THE POLICY MANUAL

It is intended that these policies will be kept current. Therefore, changes will occur from time to time. The procedure for changing will be as follows: Any staff, Board member, or committee member may propose amendments to the policy manual. The proposed amendment is first submitted to the Chairman for review. It will then be directed to the appropriate department or person. Next, it will be directed to the appropriate department or person. Next, it will be referred to a specific committee. When all approvals have been met, the amendment will be presented at the next meeting of the Board of Directors.

II. BOARD OF DIRECTORS

FUNCTIONS AND COMPOSITION OF THE BOARD OF DIRECTORS

The primary function of the Board of Directors is to establish overall policy and to control the business affairs of the WCPCCA. Staff is encouraged to make recommendations to the Board in developing the policy.

The Board shall consist of seven (7) members serving terms in accordance with Act 1035 of 1999. A director shall not serve more than two (2) consecutive terms. A director shall be eligible for reappointment at any time after a one (1) year absence from the Board.

POLITICAL ACTIVITY

It is not the function of the WCPCCA to engage in any partisan political activity nor will its staff or facilities be used for such a purpose. The WCPCCA will not take position on issues not directly related to the promotion and betterment of the visitor industry as defined by the Board of Directors. This shall not preclude members of the Board, volunteers, or staff from informing political entities of the function, value and purpose of the WCPCCA. This policy is applicable only when a person is acting as a representative of the WCPCCA and in no way precludes political activity as an individual.

POLITICAL CONTACTS

Political contacts will be conducted only by or under the direction of the Board of Directors, and /or those whom they designate. The Chairman will reinforce these activities and act as a clearinghouse to ensure that conflicting activities do not develop.

DIRECTORS AND STAFF

Directors will not discuss personnel or administrative matters with volunteers or individual staff members.

LEADERSHIP REPRESENTATION

As community organization the WCPCCA shall be directed by, and shall seek out, leadership representing a broad diversity of interests from all segments of the community.

CONFLICT OF INTEREST

All board members and volunteers will exercise great caution to avoid a conflict of interest or a perceived conflict of interest between their individual activities and their

function with the WCPCCA. In the event of such a possibility, the individual concerned should immediately discuss it with the Chairman of the Board. In establishing this policy, it is recognized that many members are involved in the industry. This should not act as a barrier. It is only when personal gain or profit by the WCPCCA activity can be perceived that this conflict could arise. (See “Political Activity”). All board members and volunteers may consult with the District Attorney with any questions involving conflicts of interest or other legal issues.

BRIEFING OF NEW DIRECTORS

Upon election or appointment to the WCPCCA Board of Directors, new Directors shall be briefed by the Chairman of the Board on the WCPCCA background, administrative policies and procedures, future plans and Director responsibilities. This briefing shall be held prior to the first regular Board Meeting in July, or a soon after appointment as practicable.

APPEARANCES BEFORE THE BOARD

Appearances by outside representatives or agencies before the Board of Directors are prohibited unless authorized by the Chairman of the Board or otherwise placed on the agenda by the Board of Directors. The Chairman of the Board may elect to permit such appearances before the Board solely for information purposes, not for Board support or action. Such matters should be clearly identified on the agenda as information items. Permission for persons other than committee members or members of the Board of Directors to address Committee or Board meetings must be obtained from the Chairman of the Board, or committee chairman, as appropriate, at least four working days in advance of the meeting day. Request for such appearances should be filed with the Chairman.

CONTACT WITH MEDIA

Official contact with the news media, except when authorized by the Chairman of the Board, should be referred to the Chairman. Exceptions to the policy must be authorized by the Chairman. Policy matters will be handled by the Chairman. Technical and operating matters will be handled by the Chairman. In the absence of the Chairman, the matter will be handled by the Vice-Chairman. Any statement of an individual Director to the news media shall not be binding on the WCPCCA in the absence of a Board resolution authorizing or ratifying the statement.

ANNUAL AUDIT

The Board of Directors shall annually engage a qualified firm of Certified Public Accounts to conduct an audit of the financial statements of the WCPCCA for review by the Executive Committee and make a report thereon to the Board of Directors.

MEETING ATTENDANCE

In the event a Board member is unable to attend a scheduled Board or Committee meeting, no substitute shall be appointed by the absentee to represent him or her at the meeting. The Board of Directors shall have regular meetings once a month at a time to be established by a vote of the Board of Directors at the beginning of each fiscal year. The regular meeting time can be changed by a majority vote of the entire membership of the Board of Directors. Special meetings may be called by the Chairman or upon written request of any three members of the Board of Directors. Such request may be made via fax. If a Director should miss three (3) consecutive regular meetings, or five (5) regular meetings in one year he or she shall either resign or shall show just cause in writing to the Board of Directors why the meetings were missed. If the Board of Directors, in its discretion, decides that there has been no just cause shown, it shall declare that the Board member's seat to be vacant and shall notify the appointing authority of that Board member.

WCPCCA REPRESENTATION

Board members will refrain from implying representation of the WCPCCA in their individual dealings with outside groups and are not authorized to commit the WCPCCA to any proposals or projects without the express consent of the Board.

USE OF WCPCCA LETTERHEAD

WCPCCA letterhead, logo or name shall not be used by any board member unless conducting official business for the Authority or by written approval of the Chairman of the Board. No specific product or service not proprietary to the WCPCCA will be endorsed on the WCPCCA letterhead.

ELIGIBILITY FOR RE-NOMINATION

In considering Directors for officer nominations, the Nominating Committee shall consider and evaluate eligible board members' activities and contributions made during their terms(s) of service. The Chairman of the Board will identify factors and criteria to consider, and will assist the Nominating Committee in this evaluation. At the December board meeting the Authority shall elect a chairman, vice chairman and secretary-treasurer from among its membership. These officers shall serve concurrent one year terms commencing January 1 of the next calendar year and ending December 31 of the same year. No officer may be elected to the same office more than two (2) successive one (1) year terms. In case of a vacancy among officers, the Commission shall elect a replacement to serve out the unexpired term.

REIMBURSEMENT OF EXPENSE

Board of Directors travel occurs minimally, however, important special events or occasions may exist where representation of a chief officer is appropriate, or attendance at educational seminars may be scheduled where the majority of benefit is for the Authority. At such times, upon prior discussion and approval of the Chairman of the Board, the following expenses would be reimbursed for the board member: air/car travel, room and tax. Food and beverage will be covered for group functions only.

III. COMMITTEES

ESTABLISHMENT OF COMMITTEES

All WCPCCA committees are established in one of two ways: those standing committees established by the Bylaws as enumerated, and those special committees appointed by the Chairman of the Board. The purpose and duration of those special committees appointed by the Chairman shall be at the discretion of the Chairman except that in any terms of all appointed committee members shall terminate with the term of the Chairman of the Board.

DISAGREEMENTS

In the event of a disagreement between the WCPCCA committee or volunteer group and the WCPCCA administration, the Executive Committee shall review both sides of the disputed issue and adjudicate the matter.

MEETING TIMES

Committee meetings will generally be held on the 4th Monday of each month, 6:30 p.m.

DUTIES AND COMPOSITION OF STANDING COMMITTEES

EXECUTIVE – The Executive Committee shall have all the authority of the Board of Directors, except with respect to:

- (1.) The approval of any action for which the Louisiana Law requires approval of the members or approval of a majority of all members;
- (2.) The amendment or repeal of Bylaws or adoption of new Bylaws;
- (3.) The amendment or repeal of any resolution of the Board of Directors which by its express terms are not so amendable or repealable;
- (4.) The appointment of other committees of the Board or the member thereof;
- (5.) Other matters that maybe approved by the Chairman and acted on by the committee

EXECUTIVE – The Executive Committee shall be chaired by the Chairman of the Board and composed of the Chairman, Vice Chairman, and the Secretary/Treasurer. All

members of the Executive Committee shall be members of the Board of Directors. The Executive Committee may meet with the Staff to discuss day to day operations of the staff.

FINANCE/BUDGET – The Finance/Budget Committee shall:

- (1.) Concern itself with all fiscal matters relating to the operation of the WCPCCA;
- (2.) Review and recommend approval and /or revision of the annual budget and the long-term program budget;
- (3.) Recommend to the Board of Directors, when appropriate, budget revisions or other action required to resolve financial problems;
- (4.) Ensure the financial statements of the WCPCCA are the subject of review and a report by the Certified Public Accountants engaged by the Board, and to follow through on any recommendations included in the auditor’s report; and
- (5.) Perform such other duties as shall from the time to time be assigned to the Finance Committee by the Chairman.

FINANCE/BUDGET – The Finance/Budget Committee shall consist of the Secretary/Treasurer, who shall be the Chairman of the committee, and such other members of the Board as shall be appointed by the Chairman of the Board. The Finance/Budget Committee shall prepare a proposed budget in cooperation with and through the Executive Director, to submit to the Board of Directors for approval and periodically review revenues and expenditures.

ANNUAL AUDITED FINANCIAL REPORT

The WCPCCA shall provide a copy of the annual audited financial report, prepared by the Certified Public Accountant, to each Director. The report shall include a balance sheet as of the end of the fiscal year, and operating statement for the fiscal year, and any other information required by the Louisiana Law.

IV. General Practices

ROLE OF THE VOLUNTEER

The effective functioning of the WCPCCA is in part dependent upon the services and support of its volunteers. Volunteers assist the WCPCCA by providing time and expertise, and are a valuable link to all segments of the community. However, no individual Board member or volunteer exercises authority as an individual, and volunteers do not supervise staff. It is only through the close and continuous cooperation between the volunteers and staff that the objectives of the WCPCCA can be met.

PROCUREMENT OF GOODS

The WCPCCA shall, consistent with required quality, service and support shall procure goods in accordance with the Louisiana Public Bid Law.

USE OF WCPCCA SUPPLIES/EQUIPMENT

The WCPCCA equipment and supplies may not be used for personal reasons by Directors, volunteers or staff.

REVIEW OF PROFESSIONAL SERVICES

Periodic reviews shall be made of WCPCCA insurance agents, auditors, and other professional services as often as necessary but not less than every five (5) years. Such reviews shall be the responsibility of the Board who may implement the review through the Executive Committee and /or the standing committees.

AGENT FOR SERVICE OF PROCESS

The Chairman of the Board shall be appointed the agent of the WCPCCA for the purpose of service of process.

CONFIDENTIALITY OF INFORMATION

Information acquired by a Director or committee member in the course of his/her WCPCCA activities shall be scrupulously guarded. Any information relating to the activities of the WCPCCA that is not generally available to or known by the public is

considered proprietary to the WCPCCA and shall not be disclosed to anyone except a member of the WCPCCA Board staff, a member of the WCPCCA Board of Directors, or a member of a WCPCCA committee. However the WCPCCA shall comply with the public records law of Louisiana. No personal advantage may be taken by having such knowledge, nor may it be used for the purposes detrimental to the WCPCCA.

IN – KIND SERVICES

If the WCPCCA receives considerable complimentary or discounted services, which are offered in support of its programs, an information report will be presented annually to the Board as to what in-kind services have been provided. The report will include categories by type of service, and an estimated value of those services given or discounted. From time to time the WCPCCA will facilitate in-kind services from members on behalf of community services or other worthwhile projects.

V. PERSONNEL

EMPLOYEE RELATIONS

The Chairman of the WCPCCA shall be responsible for all aspect of the WCPCCA relations with its employees.

HIRING PRACTICES

The WCPCCA is an equal opportunity employer and makes employment decision on the basis of merit. Company policy prohibits harassment or discrimination in employment because of sex, race, color, ancestry, religious creed, national origin, physical disability (including HIV and AIDS), mental disability, medical condition (cancer), age, martial status, denial of Family Care Leave, sexual orientation, or any other consideration made unlawful by federal, state or local laws applicable laws.

These policies are the benefit of staff and members.