South Tangipahoa Port Commission

 Bylaws

The members of the Board of Commissioners shall be appointed by the Governor as provided by RS 34:1951 of Louisiana law. The members shall serve without compensation. The Commission may authorize a reasonable travel allowance for its members in the performance of their official duties.

Commission members shall not interfere directly with the day-to-day operation of the port or its employees beyond the responsibilities imposed by these Bylaws or the governing laws of the State of Louisiana.

The Commissioners shall elect from among its members a President, a Vice-President, a Secretary and a Treasurer. At the option of the Commission, the office of Secretary and the office of Treasurer may be combined and held by one person

The officers shall be elected annually, at the regular meeting for the month of December. If for any reason an election cannot be held during the December meeting, then elections are to be held at the next month's regular meeting, or at a special meeting called for that purpose.

 The officers shall hold office for a term of one (1) year, or until their successors are elected and qualified.

All elections of officers shall be by roll call vote. A majority vote of all members of the Commission present shall be required for election of officers. In order to remove a duly elected officer during the term of office, a two-thirds (2/3) vote of all members shall be required at a special meeting called for that purpose.

In case a vacancy shall occur among the elected officers because of death, resignation, or other cause, an election shall be held at any regular or special meeting to fill the vacant term of office.

Vacancies in any elective office shall be filled by an election of the Commissioners as prescribed above.

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**ARTICLE I**

**DUTIES OF OFFICERS**

**PRESIDENT:**

The duties of the President shall be as follows:

A. Prepare and submit in writing to the Commission an agenda covering the

 items of business to be considered and acted upon at each meeting of the

 Commission. The agenda should include the wording of any proposed motion(s).

B. Preside at all meetings of the Commission, with the right to vote on all

 questions.

C. Ensure that the laws of the State pertaining to the purpose and functions of

the Commission and the rules, Bylaws and official actions of the Commission are

 faithfully observed and executed.

D. Call special meeting of the Commission at his/her discretion or upon the

written request of three (3) Commissioners.

E. Delegate Commissioner Advisory panelists which, in his/her discretion, are

advisable and serve as an ex-officio member of all Advisory panels.

F. Countersign checks as required with any one of the other three elected

officers or the Executive Director

G. Advise the Executive Director in the operations of the port and the

 business of the Commission as needed.

H. Perform such other duties as are usually incumbent upon the President of

a Commission or as delegated by the Commission.

**VICE-PRESIDENT**:

The duties of the Vice-President shall be as follows:

A. In the absence, for any cause, of the President, the duties of the President

shall be performed by the Vice-President, who shall act in his/her place and stead,

and shall perform such other duties as are usually incumbent upon such an officer.

B. Should a vacancy occur in the office of the President, the Vice-President

shall succeed to the office of the President with all powers and duties of the

President.

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**SECRETARY:**

 The duties of the Secretary shall be as follows:

A. In the absence or disability, for any cause, of the President and of the

 Vice-President, the Secretary shall act as President, and shall discharge the

duties of that office.

B. The Secretary shall, when required, attest any official document of the

Commission with his/her signature and in addition shall perform such other

duties as are usually incumbent upon such an offer

C. To notify all members of the Commission of all meetings of the

Commission, and notify all members of the Commission at least five (5) days

prior to the regular monthly meeting.

D. It shall be the duty of the Secretary to keep or cause to be kept a record of

the minutes of all meetings of the Commission.

E. He/she shall be charged with the safekeeping of all minutes, papers,

and/or documents of the Commission. The minutes, papers and/or documents of

the Commission shall be kept at the Commission office and available for

inspection by the Commission members at all times.

F. In the absence of the Treasurer, the Secretary shall be Acting Treasurer.

G. To countersign checks with any one of the three elected officers or the

Executive Director.

**TREASURER:**

 The duties of the Treasurer shall be as follows:

A. In the absence or disability, for any cause, of the President, Vice-President

and Secretary, the Treasurer shall act as President, and shall discharge the duties

of that office.

B. The Treasurer shall, in his official capacity, be charged with safekeeping of

all funds and other securities of the Commission.

C. The Treasurer shall be charged with the responsibility of making a financial

report of receipts and disbursements at each regular meeting of the

 Commission.

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D. He/She will also prepare or cause to be prepared an annual audit report to

be presented at a regular meeting by the end of the second quarter of the

calendar year. He/She shall also submit any other special reports required by the

President or by the Commission.

E. The Treasurer shall sign such documents relating to the financial business

of the Commission as may be directed by the Commission, and shall, in addition,

perform such other duties as are usually incumbent upon such office.

F. The Treasurer shall be a member of the Finance panel.

G. In the absence of the Secretary, the Treasurer shall be Acting Secretary.

H. To countersign checks with any one of the other three elected officers or

the Executive Director.

 **ARTICLE II**

 **REGULAR MEETINGS**

The regular meetings shall be held once each month on the second Wednesday of each month at 9:00AM in the meeting room of the South Tangipahoa Parish Port Commission, 163 W. Hickory Street, Ponchatoula, LA 70454 or at such other location as designated by the President.

All notices for regular meetings of the Commission shall be in writing and mailed or by hand delivery to the address provided by each member of the Commission, at least five (5) days prior to the meeting. Each member of the Commission shall notify the Secretary, in writing, of the

address to which all notices are to be mailed. Upon request of a member, official notices may be sent to that member by electronic mail in lieu of any other notice.

In addition to the above, all notices shall be posted no later than twenty-four hours prior to the meeting at the commission office, the doors to the location of the meeting, on the South Tangipahoa Port Commission website and in the official journal of the district.

Additionally, the Commission shall give notice of any regular or special meeting of the Commission, no later than twenty-four hours before the meeting to each member of the

legislature whose legislative district includes any portion of the parish of Tangipahoa and to each member of the parish governing authority of the parish of Tangipahoa. In cases of dire

emergency such notices shall not be required; however, the Commission shall give such notice of the meeting as it deems appropriate and circumstances permit.

Any regular meeting may be adjourned to a later date prior to the next regular meeting without notice to the Commissioners, provided that any absent member will be notified, in

writing, of the date and time when the meeting will reconvene.

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 **ARTICLE III**

 **ORDER OF BUSINESS**

The first order of business shall be approval of the agenda as submitted by the President

 or any other matter properly before the Commission. The Commission may consider additional items with the unanimous approval of all Commissioners present at the meeting.

Each Commissioner may request that a new idea or proposed business be placed on the agenda providing the request is submitted to the President at least seven (7) working days before the meeting at which the requested item will be considered.

The President will provide an opportunity for public comment prior to action on the

 agenda item upon which a vote is to be taken. The Commission may adopt reasonable rules and restrictions regarding the comment period.

 **ARTICLE IV**

 **MINUTES**

A preliminary draft of the minutes of each meeting shall be submitted to each Commissioner no later than five (5) working days prior to the meeting at which the minutes will

 be considered for approval. Minutes will be posted in a timely fashion on the website of the

South Tangipahoa Port Commission after approval by the Commission.

 **ARTICLE V**

 **SPECIAL MEETINGS**

The Commission shall meet in special session at the call of the President or on the

 written request of three members of the Commission.

There shall be a maximum of six additional special meetings in any calendar year. No

more than three meetings may be held in any one calendar month.

All notices for special meetings of the Commission shall be in writing and mailed to the address provided by each member of the Commission. If sufficient time is not available for

mailing, then the written notice of the special meeting shall be delivered to an address

designated at least twenty-four hours prior to meeting time. Notice of a special meeting shall

be given to members of the legislature whose legislative district includes any portion of the

parish of Tangipahoa and the governing authority of Tangipahoa Parish as provided in Article II.

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 **ARTICLE VI**

 **QUORUM**

Not less than the majority of all members of the commission shall constitute a quorum of

 all meetings of the Commission and all actions or resolutions of the Commission must be

approved by the affirmative vote of not less than a majority of all members of the Commission.

 **ARTICLE VII**

 **ADVISORY PANELS**

The President shall make Advisory panels, which in his/her discretion, are advisable, but shall include panelists responsible for Executive, Personnel, and Finance affairs of the

Commission. The President shall be an ex-officio participant in the Advisory panels.

 **ARTICLE VIII**

 **RESOLUTIONS**

All resolutions of the Commission shall be reduced to writing and entered in the official minutes of the Commission.

 **ARTICLE VIIII**

 **RULES OF ORDER**

Robert's Rules of Order shall be parliamentary authority for all matters of procedures of the Commission not otherwise covered in these Bylaws.

 **ARTICLE X**

 **FISCAL YEAR**

The fiscal year of the Commission shall be from January 1st to December 30th.

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 **ARTICLE XI EXECUTIVE DIRECTOR, AGENTS AND EMPLOYEES**

The Commission may employ such officers, or agents, and employees, as it may find necessary in the performance of its duties, and shall prescribe their duties, powers and compensation of such officers, agents and employees by affirmative vote of not less than a majority of all members of the Commission.

The Commission may, upon such terms as it may agree upon, contract for legal,

financial, engineering and other professional services necessary or expedient in the conduct of

its affairs, and may upon terms and conditions mutually agreeable, utilize the services of the

other executive departments of the State.

The Commission may hire an Executive Director who shall serve as the chief

administrative and executive officer of the Commission and shall have the responsibility to implement the policies and projects of the Commission as a prudent administrator. He/she shall have charge of the overall management and direction of all port affairs and he/she shall be responsible to the Commission for all administrative, managerial, financial, engineering,

commerce, traffic development and public relation matters. The Executive Director shall have authority to sign checks in amounts less than $1,500.00 without the signature of a

Commissioner(s); except any check to the Executive Director must also be signed by an

authorized Commissioner. The Executive Director shall also perform such other duties as are designated by the Commission. The Executive Director must report to the Commission

President any outside proposal, communication, or action that falls under the purview of the Commission.

The Personnel Commissioner panelist shall review annually the Commission’s

established goals, duties, responsibilities, performance, and compensation for the Executive Director. That review will occur with the Executive Director and the Commission’s Personnel panelist along with the Commission’s President during a January closed session in compliance

with LA R.S. 42-17. The Commission’s Personnel panelist shall report the review conclusions to the Commission in open session. The annual review of the Executive Director shall not conflict

 with the review protocol as stated in the Employee manual.

The Executive Director will annually review the job performance of any subordinates working with him/her.

 The Executive Director shall report, at the time of a regular meeting of the Commission, his/her scope of work activities during the previous month.

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 **ARTICLE XII**

 **DELEGATION OF AUTHORITY**

The Executive Director shall have the authority to delegate the powers and duties

conferred or imposed on him to subordinate Commission staff members, but such delegation of duties shall not relieve the Executive Director of any of the responsibilities imposed on him/her by the Commission.

 **ARTICLE XIII**

 **AMENDMENT OF BYLAWS**

These Bylaws may be altered or amended or repealed by the affirmative vote of not less than a majority of all members of the Commission at any regular or special meeting of the

Board called for that purpose, provided, however, that no such alteration or amendment shall

given in writing at a previous meeting of the Commission, and (b) a draft of the proposed

alteration or amendment shall have been sent to each member of the Commission at least 30 days in advance of the meeting at which action on such alteration or amendment is to be taken.

These Bylaws shall be reviewed and revised, as appropriate, at least every (5) five years.

These Bylaws were presented at a public meeting of the South Tangipahoa Parish Port Commission on November 19, 2019 , and upon motion of Commissioner Poland and seconded by Commissioner Joubert, were adopted by a vote of Yeas: 5 Absent: 2 Nays 0

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ATTEST:

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Daryl Ferrara, President

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Wesley Daniels, Secretary

Revised 01/10/23

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