BY-LAWS

of the

BOARD OF COMMISSIONERS

for the

TERREBONNE LEVEE & CONSERVATION DISTRICT

SECTION I

The management and control of the district shall be vested in the Board of Commissioners of the Terrebonne Levee and Conservation District. 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. They shall organize and elect a president and a vice-president from their members and such other officers as the board deems necessary. They shall appoint a secretary, who shall be an employee of the board. The board shall appoint an attorney. They shall designate the time and select the place for holding their 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, on behalf of the Board, with approval of the Board, let out all contracts for work, and make and execute written instruments, draw warrants on the State Treasurer in settlement of such debts as the Board may order to be paid. The President shall report to the Board, at each meeting any and all proceedings during the recess, furnishing his or her accounts and vouchers for that period, and also the report of other officers received by the President. The President shall recommend such works and measures as he/she may deem advisable. 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. Whenever the President shall issue warrants for levee work performed, the President shall retain a portion of the amount due therefore until the whole work shall have been completed according to contract; but no warrant shall be given by the President, 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. With Board approval, the President 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 President may deem necessary. The Board in all cases shall require a bid and performance bond from the contractor, with good sufficient securities for the execution of the contract in such sum as the Board may deem necessary and in accordance with Louisiana Law, to insure the prompt completion of the work. 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.

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 from 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 said 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 SECRETARY

It shall be the duty of the Secretary to attend all meetings of the Board and make and keep an official record of its proceedings and also to assist the President and Vice-President, whenever required, in performing work on behalf of the Board. The Secretary shall hold office only at the pleasure of the Board, subject to the terms of any valid employment contract approved by the Board. 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 issued by the President on the Treasurer. The Secretary shall furnish the Board with a monthly report of all funds of the Terrebonne Levee and Conservation District; and the Secretary shall keep a record of the warrants issued by the President and drawn against said 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 or other documents received by the secretary in his/her official capacity. The books and stationary necessary for this office shall be paid for by the Board; and generally he/she shall perform, all clerical duties required by the Board or by the President.

SECTION V EXECUTIVE DIRECTOR

The Board shall appoint an Executive Director, who shall be an employee of the Board, serve at the pleasure of the Board, subject to the terms of any valid employment contract approved by the Board, and shall be responsible to the Board for the day to day operation and maintenance of the structures and facilities under the jurisdiction of the Terrebonne Levee and Conservation District. 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. The Executive Director shall have discretionary authority for expenditures up to $2,000.00 without Board approval, provided said expenditures are in furtherance of the business of the District, and for expenditures over $2,000.00 but less than $5,000.00 he shall have discretionary authority, provided he obtain prior approval of the President, or in the President's absence, the Vice President, and provided further that said expenditures are in the furtherance of the business of the District. Whenever the executive director 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.

In addition to all other duties and responsibilities the executive director 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 these 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. In addition the President may appoint such other committees and the members and officers thereof to perform whatever duties are necessary. All committees are to 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, only one member speaking at a time, after having been recognized by the President, and no member shall interrupt the speaker without his/her consent. All remarks shall be addressed to the Chairman and be free from unparliamentary language. Whenever the law permits the Board may, by affirmative vote of a majority of members present and voting, waive any of the above.

SECTION VIII **CARE AND POLICE OF LEVEES**

The Board shall undertake the maintenance and preservation of, and 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 5500 Highway 56 Chauvin, Louisiana.

SECTION X MEETINGS

A. Regular Meetings:

There shall be a regular meeting of the Board every 3rd Tuesday of each month at a time and place designated by the President. It shall be the duty of the Secretary to give formal notice in writing to each member at least three (3) days before the meeting.

The agenda for the regular meeting of the Board and all committee meetings will be sent to all members of the Board 5 days prior to the meeting, and any item for discussion or action not on the agenda must be approved by a two-thirds (2/3) vote of the members present and voting before it can be addressed by the Board.

Each agenda of a regularly scheduled meeting of the Board or any committee thereof shall have an item designated for the public to address the Board. Any member of the public wishing to address the Board shall submit a speaker request card to the Chairman prior to the commencement of the meeting. When called upon by the Chairman each member of the public shall have 5 minutes to address the Board, unless additional time is granted by an affirmative vote of a majority of the members present and voting.

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 eminent 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 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.

XI AMENDMENT OF BY-LAWS:

These by-laws may be amended by an affirmative vote of a majority of members present and voting, after each member of the Board has received five (5) days written notice of the proposed by-law amendment.

Willis Henry
President

Allan Luke
Vice-President

Jerome Zeringue
Secretary