

**BY - LAWS**  
**of**  
**Red River Waterway Commission**

**ARTICLE I**  
**THE COMMISSION**

"1. The Commission shall be that commission referred to in Chapter 26 of Title 34 of the Louisiana Revised Statutes of 1950.

"2. Each member of the Commission shall file in the office of the Commission his address to which all official notices and other communications of the Commission shall be sent to him, and shall promptly file in such office any change of such address.

"3. Each Commissioner, except the ex-officio chairman, shall be entitled to \$75.00 per diem for attending regular or special meetings of the Commission or for attending upon the business of the Commission, and to reimbursement for the actual expenses incurred in the performance of their duties, including the actual expenses of meals for themselves and their guests. No Commissioner shall be entitled to receive more than 36 per diems per year. Reimbursement for mileage traveled in the performance of their duties shall be in accordance with the state travel rates as prescribed by the Louisiana Division of Administration. Per diem allowances and travel expenses shall be paid out of such funds as the Commission may have available for that purpose on the warrant of the Secretary-Treasurer.

## **ARTICLE II OFFICERS**

"1. The officers of the Commission shall be: Chairman, Vice-Chairman, Secretary-Treasurer, and Assistant Secretary-Treasurer.

"2. The Secretary of Transportation and Development or his designee shall be Chairman of the Commission and shall preside at its meetings and in the absence of the Chairman, his designee shall act in his stead at all times. His duties shall be such as are usually imposed upon such officers and such as may be assigned to him by these by-laws and by the Commission from time to time. The Chairman or his designee shall possess full voting power at all meetings and shall be an ex-officio member of all committees.

"3. The Vice-Chairman shall be elected by the Commission from its membership, and shall preside at meetings of the Commission in the Chairman's or his designee's absence or inability to act.

"4. The Secretary-Treasurer shall be elected by the Commission from its membership, and shall perform such duties as the Commission may direct. He shall direct the Commission office to receive, hold and disburse all funds of the Commission and keep an accurate account of such funds in a well bound book. He shall require a bond for the faithful performance of accounting duties in such amount as the Commission may direct. In the case of a vacancy in the office of the Secretary-Treasurer, the Commission shall proceed as expeditiously as possible to elect a new one.

"5. The Assistant Secretary-Treasurer shall be elected by the Commission from its membership and shall perform the duties of the Secretary-Treasurer in his absence or inability to act.

"6. All officers elected by the Commission shall serve at its pleasure.

**ARTICLE III  
PRINCIPAL OFFICE**

"1. There shall be a principal office of the Commission at 5941 Highway 1 Bypass, Natchitoches, Louisiana, and any other offices as may be designated by the Commission as necessary.

"2. With the exception of the Secretary-Treasurer's account book, all permanent books and records of the Commission shall be kept at the office of the Commission.

"3. The books and records of the Commission shall be open to public inspection.

"4. Any and all business pertaining to the Red River Waterway Commission shall be conducted through the Red River Waterway Commission Office located at 5941 Hwy. 1 By-Pass, Natchitoches, Louisiana and that all meetings be called and notices and/or correspondence pertaining to the same be generated by and/or through the staff of that office.

## **ARTICLE IV MEETINGS**

"1. An annual meeting of the Commission shall be held in January at the regular meeting each year.

"2. A schedule of regular meetings shall be adopted by the Commission from time to time together with the place or places within the district where such meetings shall be held.

"3. Special meetings of the Commission may be called by the Chairman at any time and at any place within or without the district as he shall designate. Upon written request of any six (6) members of the Commission setting forth the matters to be considered at such meeting, it shall be the duty of the Chairman to call a special meeting and designate the place within the district where it shall be held. In the case of a vacancy in the office of the Chairman or of his inability to act, the Vice-Chairman shall act in his stead to call such special meeting and designate where it is to be held.

"4. All special meetings of the Commission shall be called by the Chairman, or, in the case of a vacancy in the office of the Chairman or of his inability to act, by the Vice-Chairman, through the Commission office, by written notice of the special meeting being duly given to all members of the Commission. Written notice of the special meeting shall be deemed to be duly given to all members of the Commission if mailed (ordinary, registered or certified) with the United States Postal Service, postage prepaid, to each Commissioner at least forty-eight (48) hours in advance of such special meeting. A Commissioner shall be deemed to have been duly given notice of a special meeting if the Commissioner actually receives notice of the special meeting by personal delivery, expedited courier, messenger service, FAX or electronic mail (e-mail).

The written notice of the special meeting shall state the date, time, location and purpose of the special meeting. All other matters considered pertinent by the Commission may be considered at any such special meeting.

"5. As soon as practical after each meeting of the Commission, the minutes of such meeting shall be displayed in the office of the Commission and thereafter shall be preserved in a suitable manner. Corrections in the minutes shall be noted in the minutes of the next succeeding meeting and displayed as aforesaid.

"6. A quorum for the transaction of business at any meeting shall consist of not less than six (6) members. Except for those matters which by law require the affirmative vote of six (6) members of the Commission, (for example, La. Rev. Stat. 34:2306) or the unanimous approval of the members present at the meeting (for example, La. Rev. Stat. 42:7 relative to amending the agenda), the affirmative vote of a simple majority of the members present shall be sufficient for action. The Chairman shall be counted as a member for quorum purposes.

"7. At each annual or regular meeting of the Commission the order of business, unless otherwise agree, shall be as follows:

Call to Order  
Pledge of Allegiance & Prayer  
Roll Call  
Approval of Amended Agenda  
Approval of Minutes from the Previous Regular Meeting  
Approval of Expenditures and the Treasurer's Report  
Committee Reports  
Status of Rights of Way Report  
Comments by General Counsel  
Comments by Corps of Engineers  
Comments by Red River Valley Association  
Comments by Red River Waterway District Port Commissions  
Other Business  
Comments from Public  
Executive Session (only when needed)  
Adjournment

"8. All meetings of the Commission, except Executive Sessions as authorized under Revised Statute 42, Section 1 et seq. (as amended), shall be open to the public; and further, the agenda of each meeting shall be posted on the front door at the principal office of the Commission at least 24 hours prior to every regularly scheduled meeting.  
(Rev. 12/11/79)

"9. Any meeting of the Commission may be recessed from time to time and from one place to another.

**ARTICLE V  
OFFICIAL JOURNALS**

"The *Natchitoches Times* shall be the official journal of the Commission for the publication of its official notes.  
(Rev. 08/14/96)

**ARTICLE VI  
COMMITTEES**

"The Commission shall establish such standing committees as it shall consider necessary to accomplish its objects and purposes and appoint the members thereof, and shall from time to time appoint such special committees as are required. Committees may, but need not, be composed of members of the Commission. A quorum for the transaction of any committee business shall be one member. Committees are subject to the same notice and meeting requirements in accordance with the public meetings laws.

**ARTICLE VII  
FISCAL**

"1. All funds of the Commission shall be received by the Commission office on the instructions of the Secretary-Treasurer and be disbursed to the credit of the Commission in a depository or depositories to be designated by the Commission.

"2. Disbursement of funds in the hands of the Secretary-Treasurer shall be by check signed by him, manually or by facsimile, upon a form of voucher approved by the Commission.

"3. An up-to-date inventory of the property of the Commission shall be kept in the office of the Commission.

"4. The fiscal year of the Commission shall begin January 1 of each year and end December 31 of the same year.  
(Rev. 7/12/84)

**ARTICLE VIII  
SEAL**

- "1. The Commission shall have a seal which shall be a circular seal with the words "Red River Waterway District" imprinted around the border.
- "2. The seal of the Commission shall be kept at the office of the Commission.
- "3. The seal may be affixed to all contracts or other official instruments in writing.

**ARTICLE IX  
MISCELLANEOUS**

1. The Commission shall establish and provide for an Executive Director and such other officers, agents and employees as it may deem necessary and appropriate for the accomplishment of it's objects and purpose, and shall establish a written personnel policy. With reference to salaries and compensation of employees, per diem and travel allowance, the affirmative vote of six members of the Commission shall be necessary.

2. All contracts or other instruments in writing are to be signed for and on behalf of the Commission, except matters relating to the receipt or disbursement of funds, by the Executive Director as directed by the Commission by resolution adopted for that purpose.

**ARTICLE X  
AMENDMENTS TO BY-LAWS**

"Amendments to these By-Laws may be made at any meeting of the Commission, provided notice of the proposed amendments shall have been given in the notice of the meeting."