

**BYLAWS OF THE EXECUTIVE BOARD
OF THE
LOUISIANA UNIVERSITIES
MARINE CONSORTIUM FOR RESEARCH AND EDUCATION**

ARTICLE I

CREATION AND MEMBERS

1.1. Creation and Functions. The Louisiana Universities Marine Consortium for Research and Education (consortium), created as a body corporate under the authority of the Board of Regents, shall operate to fulfill its functions on the Louisiana gulf coast under the administration of the consortium's Executive Board and subject to the governance of the Board of Regents, all as provided in Chapter 28 of the Louisiana Revised Statutes, La. R.S. 17:3451 et seq.

1.2. Membership. The Executive Board shall be composed of voting and non-voting members as provided in La. R.S. 17:3453.

1.3. Governance. The Executive Board shall serve as fiscal agent for the consortium and shall report to and be responsible to the Board of Regents on all fiscal and programmatic matters. The consortium shall be subject to the governance of the Board of Regents. All appropriations to the consortium shall be appropriated as a line item within the Board of Regents' appropriations. La. R.S. 17:3454.

1.4. Powers and duties. The Executive Board shall have such powers, duties and other responsibilities as provided in La. R.S. 17:3454.

1.5. Conformity with State Laws. The Executive Board is created as a state entity and all members of the Board are public officials of the State of Louisiana. As such, the Executive Board and its members are subject to all applicable laws of the State including the Louisiana Code of Governmental Ethics, Public Records Laws, and Open Meetings Laws.

ARTICLE II

DOMICILE

2.1 Domicile. The Executive Board of the consortium, a body corporate, shall be domiciled in the City of Baton Rouge, East Baton Rouge Parish, Louisiana, as provided in R.S. 17:3453 C.

ARTICLE III

MEETINGS

3.1 Regular Meetings. The Executive Board shall meet at least twice every year as required in La. R.S. 17:3453 A. It shall meet during the month of September of each year and other times as fixed by the Board, or upon call of the Chair. Further, the Board of Regents may call a meeting of the Executive Board as needed.

3.2. Special Meetings. Special meetings may be called at any time by the Chair upon the written request of at least three [3] voting members of the Executive Board.

3.3. Notice of Meetings. Public notice stating the dates, times, places and proposed agenda of the Executive Board meetings shall be given in accordance with Louisiana's Open Meetings Laws, La. R.S. 42:11 et seq., La. R.S. 42:19 in particular.

3.4 Proxies. Any manner of proxy voting or secret balloting shall be prohibited. La. R.S. 42:14 B.

3.5 Rules of Order. When not in conflict with any of the provisions of these Bylaws or any policies of the Executive Board, meetings shall be conducted in accordance with *Robert's Rules of Order*.

3.6 Order of Business. The order of business of the Board shall be as follows:

- a. Call to Order
- b. Roll Call
- c. Public Comments (La. R.S. 42:14)
- d. Correction and approval of the minutes of the preceding meeting
- e. Reports and recommendations of standing and special committees
- f. Reports and recommendations of the Executive Director
- g. Reports and recommendations of the Chair of the Executive Board
- h. Other business
- j. Adjournment

3.7 Agenda. When feasible, at least ten [10] working days prior to each regular meeting, the Executive Director shall prepare and forward to the Executive Board members a tentative agenda for the meeting, along with other pertinent information via a briefing booklet. In accordance

with La. R.S. 42:19 A, any item may be acted on even though not listed on the published agenda with unanimous approval of the members present. Any such item shall be identified in a motion with reasonable specificity, including the purpose for the addition to the agenda, and entered into the minutes of the meeting. Prior to any vote on the motion to take up an item not on the agenda by the Executive Board, there shall be an opportunity for public comment on any such motion in accordance with La. R.S. 42:14 D.

3.8 Minutes. As a public body, the Executive Board of the consortium will keep written minutes of its open meetings in accordance with R.S. 42:20 A. The minutes of all meetings shall include official actions of the Executive Board. In all cases when the action is not by a unanimous vote, the yeas, nays, and abstentions of the individual members shall be recorded. As a public body, the Executive Board will comply with State public records laws, found at La. R.S. 44:1 et seq.

Copies of said minutes shall be transmitted to each member of the Executive Board prior to the next scheduled meeting. The minutes shall be considered as tentative until approved by the Executive Board at its next regular meeting.

ARTICLE IV

OFFICERS

4.1 Officers. The members of the Executive Board shall elect a vice president or vice chancellor of research as Chair, to serve for a one-year term in accordance with La. R.S. 17:3453 E. No member may serve more than two consecutive terms as Chair. The Executive Board members shall also elect a Vice Chair.

4.2. Duties of the Chair. Except as provided in Section 4.3, it shall be the duty of the Chair of the Executive Board to preside over all meetings and to appoint, subject to the approval of the Executive Board, the members of all standing and special committees.

4.3. Duties of the Vice Chair. In the absence of the Chair, the Vice Chair shall preside over the meeting of the Executive Board. Vacancies occurring in an office shall be filled by election by the Board for the remainder of the unexpired term of said office. An officer of the Board shall not succeed himself more than one time unless he has been elected to fill less than one-half of an unexpired term or in extraordinary circumstances as described below.

The Board may allow an officer to succeed himself more than one time if the State has suffered an extraordinary event and the Board believes that it is in the best interest of postsecondary education to have one or more of its officers remain in office. The candidate who will be succeeding himself more than one time must be elected by a favorable vote of two-thirds of the members of the Board.

4.4 Chair of the Board. It shall be the duty of the Chair of the Board to preside over all meetings of the Board; to appoint, subject to approval of the Board, the members and officers of all standing and special committees, except those management board members serving on standing committees; and to expand any standing committee in accordance with the provisions of the Bylaws. The Chair shall perform any duties assigned to him in these Bylaws.

The Chair and the Commissioner of Higher Education are designated spokespersons and representatives for the Board.

4.5 Vice Chair of the Board. In the absence of the Chair, the Vice Chair shall preside over the meetings of the Board and perform any other duties as requested by the Chair or by a vote of the Board.

4.6 Secretary of the Board. The Executive Director of the consortium shall serve as the Secretary of the Executive Board in accordance with La. R.S. 17:3455. It shall be the responsibility of the Secretary to see to the filing, indexing and preservation of all minutes, papers, and documents pertaining to the business and proceedings of the Executive Board and of its committees, and shall be the custodian of all records of the Executive Board.

ARTICLE V

COMMITTEES

5.1 Science and Education Advisory Council. The Science and Education Advisory Council, composed in accordance with La. R.S. 17:3453.1, shall provide advice and information as requested by the Executive Board. The advisory council shall meet as necessary to respond to requests from the Executive Board as well as to provide the Board with the benefit of perspectives represented on the council.

5.2 Special Committees. The Chair of the Executive Board may appoint other committees which it deems necessary with such functions, powers, and authority as may be determined.

Unless otherwise provided in the action creating such committee, the Chair of the Executive Board shall determine the number of its members and designate the chair and vice chair thereof. The Chair of the Executive Board may also appoint *ad hoc* committees for special assignments for specified periods of existence not to exceed the completion of the assigned task. A majority in number of the members of each committee shall constitute a quorum.

ARTICLE VI

STAFF

6.1 **Staff.** The Executive Board shall appoint a Chief Administrative Officer who shall be the Executive Director for the Louisiana Universities Marine Consortium for Research and Education. La. R.S. 17:3455. The Executive Director shall, with the approval of the Executive Board and subject to the applicable laws, rules and regulations of the state, appoint and remove all professional, research, technical, clerical and stenographic employees of the consortium as may be deemed necessary for the performance of its functions. The duties and responsibilities of the Executive Director shall be as prescribed in La. R.S. 17:3455.

ARTICLE VII

FINANCES

7.1 **Budget.** The Executive Board shall serve as fiscal agent for the consortium and shall review and approve the consortium's budgetary request and operating budget and shall review and approve all funds appropriately awarded or bequeathed to the consortium. The Executive Board of the consortium shall approve all budget requests and other budgetary documents required by the Board of Regents.

7.2 **Obligations.** Once the budget is adopted, the obligations therein reflected may be incurred by the Executive Board.

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ARTICLE VIII

REPORTING

8.1 Master Plan. In concurrence with La. R.S. 17:3456, the Executive Board, in consultation with the Science and Education Advisory Council, shall formulate a five-year master plan for the consortium's marine science and education programs and initiatives and shall make timely revisions to such plan as warranted and necessary. The initial master plan required by this Subsection shall be submitted to the Board of Regents not later than February 1, 2013. [[NR: This section could be revised once the initial plan is in and approved, so that the date is removed, and the remaining section will say "Master Plan Revisions. The Master Plan dated xxxx shall be revised as warranted and necessary,,,.]]

8.2. Annual Reports.

- a. The chair of the Executive Board, the Executive Director of the consortium, and the chair of the Science and Education Advisory Council shall annually make a joint report to the Board of Regents regarding the consortium's efficacy in achieving its overall mission through implementation of the master plan.
- b. On or before December thirty-first of each year, the executive director shall submit an annual report of the activities of the consortium to the executive board together with any additional information the executive board may require.

ARTICLE IX

ADOPTION OF RULES AND AMENDMENTS

9.1 Adoption of Rules. These rules were presented to and adopted by the Executive Board in the State of Louisiana on this xxnd day of Month, Year.

9.2 Amendments. These rules may be amended at any Regular or Special meeting, provided notice of such proposed amendment is submitted to the Executive Board in accordance with the provisions of Article III, Section 3.3.