

**BY-LAWS**

**OF THE**

**NON-FLOOD PROTECTION ASSET  
MANAGEMENT AUTHORITY**

**ADOPTED ON  
JULY 21, 2011**

**AMENDED ON  
OCTOBER 20, 2011**

**SECOND AMENDMENT ON  
FEBRUARY 26, 2015**

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**BY-LAWS OF THE NON-FLOOD PROTECTION ASSET  
MANAGEMENT AUTHORITY**

**PREAMBLE**

The **Non-Flood Protection Asset Management Authority** (“**Management Authority**” or “**Authority**”) is the governing authority of the non-flood assets of the Orleans Levee District, and was created and receives its authority pursuant to Act No. 1014 of the Regular Session of the Louisiana State Legislature, 2010, effective on and after August 15, 2010. The Authority is authorized by law to adopt by-laws, rules and regulations for the management of its affairs and the operation and governance of the non-flood assets of the Orleans Levee District.

**ARTICLE I  
DEFINITIONS**

(1) “Authority member” means a person appointed as a member of the Management Authority pursuant to Louisiana Revised Statutes Title 38, Section 330.12.1(C).

(2) “By-Laws” mean these By-Laws adopted by the Management Authority.

(3) “Chairman” means the Chairman of the Management Authority elected by its members as provided under Louisiana Revised Statutes Title 38, Section 330.12.1(F).

(4) “Executive Director” means the Executive Director of the Orleans Levee District, Non-Flood Assets Division appointed by the members of the Management Authority.

(5) “Non-Flood Protection Asset Management Authority” or “Management Authority” or “Authority” means the authority members appointed to exercise authority over and have management, oversight and control of the non-flood assets of the Orleans Levee District pursuant to Louisiana Revised Statutes Title 38, Section 330.12.1(C).

(6) “Orleans Levee District” means the political subdivision and public levee district with jurisdiction over the portion of the Parish of Orleans on the east side of the Mississippi River as reorganized pursuant to Title 38, Section 291(K).

(7) “Secretary” means the Secretary of the Management Authority elected by its members as provided under Louisiana Revised Statutes Title 38, Section 330.12.1(F).

(8) “Vice Chairman” means the Vice Chairman of the Management Authority elected by its members as provided under Louisiana Revised Statutes Title 38, Section 330.12.1(F).

**ARTICLE II  
OFFICIAL DOMICILE AND LOGO AND SEAL**

§1. **OFFICIAL DOMICILE**

The domicile of the Management Authority shall be 6514 Spanish Fort Blvd., New Orleans, Louisiana 70124, or such other place in the territorial jurisdiction of the Authority, as the Authority may designate by resolution from time to time.

§2. LOGO AND SEAL

The Management Authority may adopt a logo and an appropriate seal. The seal may be used by causing it to be affixed to or reproduced on any instrument entered into by the Management Authority. Failure to affix the seal shall not, however, affect the validity of any instrument.

**ARTICLE III**  
**MANAGEMENT AUTHORITY**

§1. MANAGEMENT AUTHORITY

The Management Authority was created and receives its authority pursuant to Act No. 1014 of the Regular Session of the 2010 Louisiana State Legislature effective on and after August 15, 2010, which amended and re-enacted Louisiana Revised Statutes Title 38, Section 801.1(A), Section 330.12 and Section 330.12.1, and enacted Title 36, Section 509(P) and Title 38, Section 330.12.1, relative to non-flood protection assets, functions, and activities within a levee district within the jurisdiction of an authority; to provide for the management and control of such assets; to create the Non-Flood Protection Asset Management Authority within the Department of Transportation and Development and as a political subdivision; to provide for the transfer of the management of such assets from the State of Louisiana, Division of Administration to the Authority; to provide for the powers, duties, and functions of the Authority; to provide for a board of commissioners of the Authority; to provide for membership of the Authority; to require financial disclosure of members of the Authority; and to provide for related matters.

The Management Authority, as provided under Title 36, Section 509(P), was placed within the Louisiana Department of Transportation and Development and is required to perform and exercise its powers, duties, functions, and responsibilities in the manner provided for agencies transferred in accordance with the provisions of Louisiana Revised Statutes Title 36, Section 801.1; and, pursuant to Sections 4 and 5 of Act 1014, effective January 1, 2012, the Management Authority shall be a political subdivision possessing full corporate power to manage, control, regulate, operate, and maintain any non flood protection facility or improvement or asset owned or administered by the Orleans Levee District and any related function of the Orleans Levee District.

The Management Authority is a successor to the State of Louisiana, through the Division of Administration, and former Board of Commissioners of the Orleans Levee District that previously managed and controlled the non-flood protection assets of the Orleans Levee District.

The Management Authority is responsible for the management and control of any facility or improvement that is not directly related to providing adequate drainage, flood control, or water resources development pertaining to tidewater flooding, hurricane protection, or saltwater intrusion, that is owned or operated by the Orleans Levee District, including all land, rights-of-way, servitudes, and improvements situated thereon, or connected therewith, for such purpose, as provided under Section 2 of Act 1014, amending Louisiana Revised Statutes Title 38, Section 330.12(A) and enacting Section 330.12.1(A).

§2. **APPOINTMENT AND QUALIFICATIONS OF AUTHORITY MEMBERS**

The appointment and qualifications to serve as an authority member are established under Act 1014, Section 2 enacting Title 38, Section 330.12.1(C) and members are subject to confirmation by the Louisiana Senate.

§3. **TERMS OF OFFICE OF AUTHORITY MEMBERS**

As provided under Title 38, Section 330.12.1(D)(1), appointed Members of the Authority shall serve a term of four years; and, any vacancy occurring on the authority shall be filled in the same manner as the original appointment for the unexpired portion of the position vacated.

§4. **REMOVAL**

Authority members may only be removed as provided under Title 38, Section 330.12.1.

§5. **POWERS AND DUTIES OF THE MANAGEMENT AUTHORITY**

The Management Authority is charged with the responsibility of administering and managing the non-flood assets of the Orleans Levee District and has the powers and duties provided under Title 38, Section 330.12.

The Management Authority is also responsible for the development and implementation of a management plan to best utilize the assets under its jurisdiction to maximize the benefits, attributes, and revenue potentials of such assets, as provided under Title 38, Section 330.12.1(G). Such plan shall include parameters for the interactions between the Authority and other political subdivisions in the geographical areas of the assets under the jurisdiction of the Authority and shall detail a procedure and process for the operation, maintenance, sale, lease, or transfer of any facility or improvement managed or controlled by the Authority.

§6. **REMUNERATION TO AUTHORITY MEMBERS**

(1) Members of the Authority are not entitled to receive any compensation for serving on the Authority, however, members may be reimbursed for mileage and travel expenses incurred while in the performance of their official duties in accordance with the state travel regulations as prescribed by the Division of Administration, as provided under Title 38, Section 330.12.1(D)(3).

(2) Specific authorization for payment by the Executive Director of mileage and travel expenses for Authority business activities shall be required and may be made retroactively under appropriate circumstances.

(3) Expense reports shall be submitted by members to the Executive Director detailing expenses incurred, including receipts for travel expenses and other purposes for the incurred expenses, within forty-five (45) days from the end of the month in which the expenses are incurred.

(4) As provided under Act 1014, Section 4, amending Title 38, Section 330.12.1(D)(3), effective January 1, 2012, members may receive not more than fifty dollars per day for attendance at meetings of the Management Authority or

its committees and may be reimbursed for travel expenses as provided above in sub-section (1).

(5) The Management Authority by a majority vote each year, commencing in January of 2012, shall fix the per diem payable to its members and shall fix the rate for reimbursement for travel expenses in accordance with the state travel regulations as prescribed by the Division of Administration.

§7. **MEETINGS**

**A. Types of Meetings**

Meetings of the Authority are designated as regular, special or emergency.

**(1) Regular Meetings**

- (a) The Management Authority shall hold its regular monthly meeting on the third Thursday of every month, except that November meetings will be held on the Thursday prior to Thanksgiving, at such time and place as designated by the Authority's Chairman, unless established by the Secretary or his designee that a quorum will not be present. The regular meeting may be held on another day of the month as determined by a majority vote of the total present voting membership of the Authority at a regular or special meeting.

**(2) Special Meetings**

- (a) Special meetings may be convened at any time upon the call of the Chairman or upon written request by three Authority members. A special meeting shall be convened at the time and place contained in said written request.
- (b) Public notice of the time, place, specific purpose and agenda of a special meeting shall be given in the same manner as provided for regular meetings.
- (c) When, in the opinion of the Chairman or three Authority members requesting a special meeting, there is not sufficient time to give written notice of a special meeting to Authority members, the Chairman or three Authority members requesting a special meeting, may authorize the Secretary or Executive Director to verbally notify Authority members, by phone or in person, of the time, place, specific purpose and agenda of the special meeting. Such verbal notice, when authorized, shall be given personally by the Secretary or Executive Director to each Authority member at least twenty-four (24) hours prior to such meeting. The Secretary shall keep a written record of the date, time and manner in which each member was notified. When verbal notice is authorized, the Secretary or Executive Director shall make a good faith effort to notify each Authority member; however, the inability of the Secretary or Executive Director to so notify all members

shall not invalidate the call of the special meeting. Notice shall be deemed to have been given to, or waived by, any member present at any such special meeting.

- (d) Only matters pertaining to the specific purpose of a Special Meeting and agenda shall be discussed or acted upon at a special meeting.
- (e) Except as otherwise provided herein, all of the provisions pertaining to regular meetings shall apply to special meetings.

(3) **Emergency Meetings**

- (a) The Management Authority may hold meetings in cases of emergency. Cases of emergency shall be limited to natural disasters, threat of an epidemic, civil disturbances, suppression of domestic insurrections, and the repelling of invasions.
- (b) Emergency meetings may be called by the Chairman or, in his absence, the Vice Chairman. In the absence of the Chairman and the Vice Chairman, an emergency meeting may be called by any Authority Member or the Executive Director.
- (c) 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 Member shall note the date, time and manner in which each member was notified and keep a record of same. Members need only be given as much prior notice as the emergency conditions causing the call of the meeting may allow.
- (d) Written notice of an emergency meeting is not required; however, the public shall be given such notice as is deemed appropriate and that circumstances permit by the person calling the emergency meeting.
- (e) As soon as practicable after an emergency meeting, the person calling an emergency meeting shall notify the Secretary or Executive Director as to the date, time and place any emergency meeting was held, the purposes of the meeting, the names of the members present, the matters brought before the Authority at the meeting and the vote of each member as to each such matter. The Secretary shall reduce or cause to be reduced this information to writing and provide all Members with a copy of same. One copy signed by each Member present at the emergency meeting shall be inserted by the Secretary in the Minutes.
- (f) Only matters which directly relate to the emergency condition which gave rise to the call of the emergency meeting may be brought before the Authority at an emergency meeting.
- (g) Unless otherwise specifically provided herein, all of the provisions for special meetings shall apply to emergency meetings.

**B. Open Meetings**

All meetings of the members of the Authority or any Committee shall be conducted in conformity with the Louisiana Open Meetings Law, Louisiana Revised Statutes Title 42, Section 11, et seq., and every meeting shall be open to the public, unless closed pursuant to the executive session provisions of the Louisiana Open Meeting Law.

The public shall be notified as to the time, date and place and agenda of all meetings and any matter which will be discussed in executive session as required by the Louisiana Open Meetings Law.

**C. Agenda**

All requests that an item be placed on the regular agenda shall be made by an Authority Member or the Executive Director. Any member desiring that a matter be placed on the agenda shall advise the Executive Director not later than three (3) business days prior to a regular meeting, or one (1) business day prior to a special meeting, and the Executive Director shall cause such matters to be placed on the agenda.

Written notice of the time, place and agenda of regular meetings shall be sent to each Authority member via U.S. and electronic mail or facsimile transmission not later than forty-eight (48) hours prior to each such meeting. Notice shall be deemed to have been given to, or waived by, any member who is present at any such meeting.

In accordance with Section 19 of the Louisiana Open Meetings Law, by motion unanimously approved by the members present at a meeting, a matter may be added to the agenda. The matter shall be identified in the motion with reasonable specificity, including the purpose for the addition to the agenda. As required under Section 19, prior to any vote on a motion to take up a matter not on the agenda, there shall be an opportunity for public comment on any such motion.

**§8. QUORUM**

A majority of the Members of the Authority shall constitute a quorum for the transaction of official business and all official actions of the Authority shall require an affirmative vote by a majority of the members present and voting at a meeting, except as otherwise required under these By-Laws.

**§9. MINUTES**

The Secretary or his designee shall prepare and keep minutes of all Authority Meetings. The minutes shall be kept at the Authority's official domicile in accordance with state law and these By-laws. The minutes shall indicate the date, time and place the meeting was convened, the Authority Members recorded as either present or absent, the nature of any discussions, and the substance of all decisions rendered.

**§10. VOTING**

All Authority members shall be voting members.

All votes by Authority members must be by voice vote and recorded in the minutes of the meeting. Proxy voting, secret balloting or any other means of voting is specifically prohibited.

§11. **PARLIAMENTARY AUTHORITY**

(1) Roberts' Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure at meetings of the Authority not otherwise covered by these By-Laws.

(2) A member may have the Authority consider such matters as may be properly brought before it at a meeting, provided that all the voting members present unanimously agree, as provided above in Sub-Section\_7(C) of Article III.

**ARTICLE IV**  
**MANAGEMENT AUTHORITY OFFICERS**

§1. **OFFICERS AND ELECTIONS**

Officers of the Authority are designated as Chairman, Vice-Chairman, and Secretary, and shall be elected from among its members at the regularly scheduled August meeting each year. Officers shall be elected to serve one (1) year terms. Officers shall assume their duties effective September 1<sup>st</sup> of each year.

§2. **REMOVAL OFFICERS**

An elected officer may only be removed from office prior to the expiration of his or her elected term by a two-thirds (2/3) vote of the Members of the Authority voting in favor of said removal at a regularly scheduled or special meeting of the Authority. Officers shall be removed only for good cause.

If a vacancy occurs among the officers of the Authority because of resignation, death, removal or disqualification, an election to fill the vacant office shall be held at a regular or special meeting within thirty (30) days from the date of the vacancy.

§3. **DUTIES OF THE CHAIRMAN**

- (1) The powers and duties of the Chairman are, as follows:
- (a) To preside as Chairman at all meetings of the Authority, with the right to vote on any matter before the Management Authority.
  - (b) To assure that state laws pertaining to the purposes and functions of the Authority and the resolutions and ordinances of the Authority are faithfully observed and executed;
  - (c) To call special and emergency meetings of the Authority; to act for the Authority in emergency matters, but only on such matters as have been granted to him by resolution of the Authority;

- (d) To appoint members and designate a chairman for each Standing or Special Committee;
- (e) The Chairman may attest to any official document of the Authority with his/her signature and, when required, with the impress of the Authority's official seal in the absence of the Secretary when such document is needed for an immediate purpose; and,
- (f) The Chairman shall perform such other duties as are usually incumbent upon such officer.

§4. **DUTIES OF THE VICE CHAIRMAN**

- (1) The powers and duties of the Vice Chairman are, as follows:
  - (a) To perform the duties and exercise the powers of the Chairman in the absence, inability or failure to act of the Chairman;
  - (b) To perform such additional duties as directed by the Chairman or the Authority; and,
  - (c) The Vice Chairman shall perform such other duties as are usually incumbent upon such officer.

§5. **DUTIES OF THE SECRETARY**

- (1) The powers and duties of the Secretary are, as follows:
  - (a) To attest any official document of the Authority with his/her signature and, when required, with the impress of the Authority's official seal;
  - (b) To give, or cause to be given, notice of all meetings of the Authority and Committees, and all other notices required by law or these By-Laws;
  - (c) To record, or cause to be recorded, all the proceedings of the meeting of the Authority and its Committees, and shall published in the Authority's Official Journal, the proceedings of all regular, special and emergency meetings of the Authority, and shall perform such other duties as are usually incumbent upon a secretary;
  - (d) To call the Authority together to fill the office of the Chairman or Vice-Chairman in case of vacancy;
  - (e) To perform such additional duties as directed by the Chairman or the Authority from time to time; and,
  - (f) The Secretary shall perform such other duties as are usually incumbent upon such officer.

§6. **DUTIES OF THE EXECUTIVE DIRECTOR**

(1) The Executive Director shall be the Chief Executive Officer of the Authority and shall perform such duties as are specified in these By-Laws and authorized by resolution of the Board. The powers and duties of the Executive Director are, as follows:

- (a) To assure that state laws pertaining to the purposes and functions of the Authority and the resolutions and ordinances of the Authority are faithfully observed and executed;
- (b) The Executive Director shall be the appointing authority of the Management Authority and Orleans levee District Non-Flood Asset Division for all employee civil service matters;
- (c) The Executive Director shall have the authority without prior approval of the Management Authority to enter into contracts for Authority business not to exceed the contract sum of \$25,000.00 provided the expenditure on the contract is authorized in the approved annual budget of the Authority; provided further that for contracts in excess of \$15,000.00, but not exceeding \$25,000.00, the Executive Director shall obtain the prior written approval of the Chairman of the Management Authority or in the Chairman's absence the prior written approval of the Vice-Chairman of the Management Authority. All contracts entered into under this Subsection by the Executive Director on behalf of the Management Authority shall comply with any applicable federal, state, or local laws. The Executive Director shall give a report on any such contracts at the next regularly scheduled Finance Committee Meeting after the contract is entered into by the Executive Director; and,
- (d) The Executive Director shall also perform such other duties as are usually incumbent on a chief executive officer of a corporate entity unless prohibited by federal, state or local law or by these By-Laws.

## **ARTICLE V COMMITTEES**

### **§1. MANAGEMENT AUTHORITY COMMITTEES**

The following are Standing Committees of the Management Authority:

#### **(1) Finance Committee**

This committee shall oversee all matters concerning the budgetary and fiscal matters of the Authority, and shall advise and make recommendations to the Authority when such matters are presented. The Finance Committee shall review the annual operating and capital budgets of the Authority and make recommendations to the Authority. The Finance Committee shall review any necessary adjustments to the annual operating and capital budgets of the Authority and make recommendations to the Authority.

#### **(2) Legal Committee**

This committee shall oversee all matters of a legal nature concerning the Authority, and shall advise and make recommendations to the Authority when such matters are presented.

(3) **Airport Committee**

This committee shall oversee all matters concerning the New Orleans Lakefront Airport, and shall advise and make recommendations to the Authority when such matters are presented.

(4) **Marina Committee**

This committee shall oversee all matters concerning the Orleans Marina and South Shore Harbor Marina and shall advise and make recommendations to the Authority when such matters are presented.

(5) **Commercial Real Estate Committee**

This committee shall oversee all matters concerning commercial real estate owned by the Orleans Levee District, and shall advise and make recommendations to the Authority when such matters are presented.

(6) **Recreation/Subdivision Committee**

This committee shall oversee all matters concerning recreational facilities owned by the Orleans Levee District and subdivision matters that are the responsibility of the Orleans Levee District, and shall advise and make recommendations to the Authority when such matters are presented.

§2. **COMMITTEE PROCEDURES**

(1) The members of all Committees shall perform such duties and functions as the Chairman or the Authority shall determine. Each Committee shall be composed of no more than four (4) Authority members and such other persons as the Chairman may deem in the best interest of the Authority. An Authority member who is not a member of the Committee may attend the Committee's meeting, but may not vote or participate in a Committee's meeting.

(2) The Chairman has the authority to appoint the Standing or Special Committee chairpersons and members as he deems necessary and appropriate. The members of all Committees shall serve at the pleasure of the Chairman. Any vacancies occurring in any Committee shall be filled by the Chairman.

(3) The Chairman or Authority by a majority of the voting membership of the Authority at a meeting may establish other Standing or Special Committees by resolution. In the event that the Chairman or Authority establishes a standing or special committee, the Chairman shall have the authority to appoint the Standing or Special Committee chairpersons and members as he deems necessary and appropriate.

(4) The Executive Director or Members shall cause such matters to be brought before the relevant committee for review in a timely manner.

§3. **MINUTES OF COMMITTEE MEETINGS**

All committees shall keep minutes at their meetings. Said minutes shall be kept at the Authority's official domicile and shall indicate the date, time and place the meeting was convened, the Authority members recorded as either represent or absent, the nature of any discussions, and the substance of all decisions rendered.

§4. **COMMITTEE MEETINGS AND AUTHORITY**

Each committee shall meet at such times as is deemed necessary and at any time on the call of its Chairman. The Chairman of the committee shall conduct all meetings in accordance with law and these By-Laws.

The presence, in person, of three (3) or more committee members shall constitute a quorum for committee meetings. All committee members may vote to make recommendations to the Authority or to take other action authorized by the Authority.

The purpose of committees is to act in an advisory capacity to the Authority and its Chairman and to make such recommendations as it deems appropriate in those areas for which the Committee is organized. Unless expressly authorized by a resolution of the Authority, a Committee shall have no power to act on its own authority. The Chairman of a committee shall report its recommendations to the Authority, which may or may not adopt or act on such recommendations. No recommendation or action of any committee shall be binding upon the Authority until such action is approved at a meeting of the Authority; provided however, that nothing herein shall prohibit the Authority from giving advance authority to a Committee to act on matters.

§5. **NOTICE**

A Chairman of a committee or his designee shall give twenty-four (24) hours notice of its regular and special meetings.

**ARTICLE VI**  
**ADMINISTRATION**

§1. **FISCAL YEAR**

The Authority's fiscal year shall be from July 1 to June 30 of each year.

§2. **OFFICIAL JOURNAL**

The Official Journal of the Authority shall be determined annually by the Management Authority.

§3. **DISBURSEMENT OF FUNDS**

All Authority obligations regardless of amount must be paid by check or electronic transfer. General disbursement checks shall be signed by the Executive Director and one of the following: an Authority member or an employee of the District authorized by resolution adopted by the Authority.

§4. **AUDITOR**

The annual audit of the Authority is combined with and included in the audit of the Southeast Louisiana Flood Protection Authority – East, which is the governing authority of the flood assets of the Orleans Levee District. The Auditor shall be the Legislative Auditor, a Certified Public Accountant or a firm of Certified Public Accounts, as required under Louisiana Revised Statutes Title 38, Section 322. The Legislative Auditor shall conduct an annual audit pursuant to Louisiana Revised Statutes Title 24, Section 516(A).

§5. **INVENTORY OF ASSETS**

The Authority shall maintain records of all land, buildings, improvements, equipment and any other general fixed assets for which the Authority is accountable.

**ARTICLE VII  
EMPLOYEES**

The Authority may employ such employees as it deems necessary for proper functioning of the Authority.

**ARTICLE VIII  
COUNSEL TO MANAGEMENT AUTHORITY  
AND OTHER PROFESSIONALS**

The Authority may hire one or more attorneys to represent it and offer advice and assistance of a legal nature. The Management Authority may also hire other professionals as needed to advise and render services for the Management Authority.

**ARTICLE IX  
POLICY AND PROCEDURES MANUAL**

The Authority may adopt a Policy and Procedures Manual that shall include at a minimum, (1) an organizational structure of the Authority and Orleans Levee District Non Flood Asset Division, (2) procurement, contracting and competitive selection process; and, (3) Authority Disadvantaged Business Enterprises (DBE) guidelines.

**ARTICLE X  
AMENDMENT OF BY-LAWS**

(1) These By-Laws may only be altered or amended at a regular meeting of the Authority and by a vote of two-thirds (2/3) of the voting membership of the Authority present at the meeting.

(2) In voting on all alterations or amendments to the By-Laws, no such alteration or amendment shall be considered unless a notice of intention to alter or amend the By-Laws and the proposed alteration or amendment has been given in writing to each Authority member not less than twenty (20) days prior to the regular meeting at which such amendment is to be voted upon.

**ARTICLE XI  
ANNUAL FINANCIAL DISCLOSURES BY AUTHORITY MEMBERS**

The Members of the Authority shall file Personal Financial Disclosure Statements with the Louisiana Board of Governmental Ethics, as required under Louisiana Revised Statutes, Title 42, Section 1124.2.1, as now enacted or as may be hereafter amended.

**ARTICLE XII**  
**EFFECTIVE DATE OF BY-LAWS AND SEVERABILITY CLAUSE**

(1) These By-Laws were approved by Management Authority Resolution No. 07-042111 on July 21, 2011 and became effective as of that date.

(2) In the event that any provision of these By-Laws is contrary to law, such provision shall be severed and considered null and void and the matters so provided for shall be controlled by applicable law, however, the validity of all other provisions herein shall not be affected thereby and shall remain in full force and effect.

New Orleans, Louisiana, this 21<sup>st</sup> day of July, 2011.



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**GREG ERNST, SECRETARY  
NON-FLOOD PROTECTION ASSET  
MANAGEMENT AUTHORITY**

**FIRST AMENDMENT OF THE BY-LAWS OF THE NON-FLOOD  
PROTECTION ASSET MANAGEMENT AUTHORITY**

This First Amendment of the By-Laws of the **Non-Flood Protection Asset Management Authority (“Management Authority”)** the governing authority of the non-flood assets of the Orleans Levee District, which was created and receives its authority pursuant to Act No. 1014 of the Regular Session of the Louisiana State Legislature, 2010, is executed by the Secretary of the Management Authority on the date set forth below.

**WHEREAS**, the Management Authority is authorized by law to adopt by-laws, rules and regulations for the management of its affairs and the operation and governance of the non-flood assets of the Orleans Levee District;

**WHEREAS**, the Management Authority adopted By-Laws at its regularly scheduled monthly meeting in July of 2011;

**WHEREAS**, at the Legal Committee Meeting held on September 8, 2011, two amendments to Article IV, Section 6(1) of the By-Laws were considered by the Committee, which amendments addressed the authority of the Executive Director to enter into contracts under \$25,000.00 and in emergency situations;

**WHEREAS**, the Legal Committee unanimously voted to recommend approval of these amendments to the Management Authority;

**WHEREAS**, in accordance with Article X of the By-Laws, notice was given to the members of the Management Authority of the proposed amendments, in writing, dated on September 29, 2011, a copy of which is attached hereto; and,

**WHEREAS**, after consideration of the proposed amendment to Article IV, Section 6(1), adding Subsection (e) and amending Subsection(c), and the recommendation for approval by the Legal Committee, the Management Authority at its regularly scheduled monthly meeting held on October 20, 2011 approved and adopted a resolution authorizing amendments to Article IV, Section 6(1) set forth in the notice issued on September 29, 2011 to the members of the Management Authority.

**NOW THEREFORE**, and in accordance with Resolution No. 09-02011, a copy of which is attached hereto, and the notice issued to members of the Management Authority dated on September 29, 2011, the By-Laws of the Management Authority are amended as follows:

I.

Articles IV, Section 6.1 of the By-Laws be and is hereby amended in its entirety to read as follows:

**“ARTICLE IV  
MANAGEMENT AUTHORITY OFFICERS**

**§6. DUTIES OF THE EXECUTIVE DIRECTOR**

(1) The Executive Director shall be the Chief Executive Officer of the Management Authority and shall perform such duties as are specified in these By-Laws and authorized by resolution of the Board. The powers and duties of the Executive Director are, as follows:

- (a) To assure that state laws pertaining to the purposes and functions of the Authority and the resolutions and ordinances of the Authority are faithfully observed and executed;
- (b) The Executive Director shall be the appointing authority of the Management Authority and Orleans levee District Non-Flood Asset Division for all employee civil service matters;
- (c) The Executive Director shall have the authority without prior approval of the Management Authority to enter into

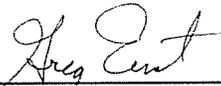
contracts for Authority business not to exceed the contract sum of \$25,000.00; provided that for contracts in excess of \$15,000.00, but not exceeding \$25,000.00, the Executive Director shall obtain the prior written approval of the Chairman of the Management Authority or in the Chairman's absence the prior written approval of the Vice-Chairman of the Management Authority. All contracts entered into under this Subsection by the Executive Director on behalf of the Management Authority shall comply with any applicable federal, state, or local laws. The Executive Director shall give a report on any such contracts at the next regularly scheduled Finance Committee Meeting after the contract is entered into by the Executive Director; and,

- (d) The Executive Director shall also perform such other duties as are usually incumbent on a chief executive officer of a corporate entity unless prohibited by federal, state or local law or by these By-Laws.
- (e) Notwithstanding anything to the contrary set forth hereinabove, the Executive Director shall have the authority to enter into contracts in emergency situations. An emergency for purposes of this provision is an unforeseen mischance bringing with it destruction or injury to life or property or the imminent threat of such destruction or injury. All contracts entered into under this Subsection by the Executive Director on behalf of the Management Authority shall comply with any applicable federal, state, or local laws. The Executive Director shall give a report on any such contracts at the next regularly scheduled Finance Committee Meeting after the contract is entered into by the Executive Director."

II.

All other terms and conditions of the By-Laws of the Management Authority adopted on July 21, 2011 shall remain in full force and effect.

New Orleans, Louisiana, this <sup>October</sup> 17<sup>th</sup> day of <sup>Nov.</sup> November; 2011. *G.E.*



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**GREG ERNST, SECRETARY  
NON-FLOOD PROTECTION ASSET  
MANAGEMENT AUTHORITY**

**SECOND AMENDMENT OF THE BY-LAWS OF THE NON-FLOOD  
PROTECTION ASSET MANAGEMENT AUTHORITY**

This Second Amendment of the By-Laws of the **Non-Flood Protection Asset Management Authority** (“**Management Authority**”), a political subdivision of the State of Louisiana and the governing authority of the non-flood protection assets of the Orleans Levee District, is executed by the Secretary of the Management Authority on the date set forth below.

**WHEREAS**, the Management Authority is authorized by law to adopt by-laws, rules and regulations for the management of its affairs and the operation and governance of the non-flood protection assets of the Orleans Levee District;

**WHEREAS**, the Management Authority adopted By-Laws at its regularly scheduled monthly meeting in July of 2011;

**WHEREAS**, the Management Authority adopted an amendment to the By-Laws on October 20, 2011;

**WHEREAS**, the By-Laws of the Management Authority presently designate the Executive Director as the appointing authority of the Management Authority and Orleans Levee District Non-Flood Asset Division for all employee civil service matters;

**WHEREAS**, the Management Authority at its regularly scheduled meeting held on February 26, 2015 considered an amendment to Article IV of the By-Laws to designate the Chairman as the appointing authority of the Orleans Levee District Non-Flood Asset Division for all employee civil service matters;

**WHEREAS**, in accordance with Article X of the By-Laws, notice was given to the members of the Management Authority of the proposed

amendment, in writing, dated on February 6, 2015, a copy of which is attached hereto; and,

**WHEREAS**, after consideration of the proposed amendment to designate the Chairman as the appointing authority of the Orleans Levee District Non-Flood Asset Division for all employee civil service matters, the Management Authority at its regularly scheduled monthly meeting held on February 26, 2015 approved and adopted a resolution authorizing the amendment as set forth in the notice issued on February 6, 2015 to the members of the Management Authority.

**NOW THEREFORE**, and in accordance with Resolution No. 11-022615, a copy of which is attached hereto, and the notice issued to members of the Management Authority dated on February 6, 2015, Sub-Sections 3 and 6 of Article IV of the By-Laws of the Management Authority are hereby amended as follows:

I.

**“ARTICLE IV  
MANAGEMENT AUTHORITY OFFICERS**

**§3. DUTIES OF THE CHAIRMAN**

- (1) The powers and duties of the Chairman are, as follows:
  - (a) To preside as Chairman at all meetings of the Authority, with the right to vote on any matter before the Management Authority.
  - (b) To assure that state laws pertaining to the purposes and functions of the Authority and the resolutions and ordinances of the Authority are faithfully observed and executed;
  - (c) To call special and emergency meetings of the Authority; to act for the Authority in emergency matters, but only on such matters as have been granted to him by resolution of the Authority;

- (d) To appoint members and designate a chairman for each Standing or Special Committee;
- (e) To attest to any official document of the Authority with his/her signature and, when required, with the impress of the Authority's official seal in the absence of the Secretary when such document is needed for an immediate purpose; and,
- (f) To perform such other duties as are usually incumbent upon such officer.
- (g) To act as appointing authority of the Orleans Levee District Non-Flood Asset Division for all employee civil service matters, and the Chairman may delegate the appointing authority in his sole discretion.

**§6. DUTIES OF THE EXECUTIVE DIRECTOR**

(1) The Executive Director shall be the Chief Executive Officer of the Authority and shall perform such duties as are specified in these By-Laws and authorized by resolution of the Board. The powers and duties of the Executive Director are, as follows:

- (a) To assure that state laws pertaining to the purposes and functions of the Authority and the resolutions and ordinances of the Authority are faithfully observed and executed;
- (b) Deleted.
- (c) The Executive Director shall have the authority without prior approval of the Management Authority to enter into contracts for Authority business not to exceed the contract sum of \$25,000.00 provided the expenditure on the contract is authorized in the approved annual budget of the Authority; provided further that for contracts in excess of \$15,000.00, but not exceeding \$25,000.00, the Executive Director shall obtain the prior written approval of the Chairman of the Management Authority or in the Chairman's absence the prior written approval of the Vice-Chairman of the Management Authority. All contracts entered into under this Subsection by the Executive Director on behalf of the Management Authority shall comply with any applicable federal, state, or local laws. The Executive Director shall give a report on any such contracts at the next regularly scheduled Finance Committee Meeting after the contract is entered into by the Executive Director; and,
- (d) The Executive Director shall also perform such other duties as are usually incumbent on a chief executive

officer of a corporate entity unless prohibited by federal, state or local law or by these By-Laws.”

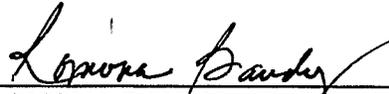
II.

As provided under Resolution No: 11-022615, the foregoing amendments to the By-Laws shall and are hereby effective as of the date of the adoption of Resolution No: 11-022615 on February 26, 2015.

III.

All other terms and conditions of the By-Laws of the Management Authority adopted on July 21, 2011, and as amended on October 20, 2011, shall remain in full force and effect.

New Orleans, Louisiana, this 4<sup>th</sup> day of March, 2015.

  
ROMONA BAUDY, SECRETARY  
NON-FLOOD PROTECTION ASSET  
MANAGEMENT AUTHORITY