

**BYLAWS  
OF  
LAFAYETTE ECONOMIC DEVELOPMENT AUTHORITY  
(LEDA)**

**ARTICLE I - ORGANIZATION**

Section 1. Name. The name of the organization is Lafayette Economic Development Authority (“LEDA” or “Authority”).

Section 2. Principal Office. The principal office of the Authority shall be located at 211 East Devalcourt Street, Lafayette, Louisiana 70506. The Authority may change the principal office or have such additional offices located in Lafayette Parish as the Board of Commissioners (the “Board”) may, from time to time, determine to be in the best interest of the Authority.

**ARTICLE II - BOARD OF COMMISSIONERS**

Section 1. Governing Body. The governing body of the Authority shall be known as the Board of Commissioners of the Lafayette Economic Development Authority (“Board”). The Board shall consist of twelve (12) members, (individually “Commissioner” and collectively “Commissioners”) who shall be citizens of the United States, residing within the territorial limits of the Authority (Lafayette Parish, Louisiana) during their terms of office.

Section 2. Appointments. The Commissioners shall be appointed as follows:

- A. Two (2) Commissioners, one (1) of whom shall be nominated by the Lafayette Parish Farm Bureau, shall be appointed by a majority vote of the mayors of the incorporated municipalities of Lafayette Parish other than the City of Lafayette.
- B. Two (2) Commissioners shall be appointed by the Lafayette Mayor-President. The Lafayette Mayor-President may serve as one of the appointments.
- C. Two (2) Commissioners, one (1) of whom shall be a racial minority, shall be appointed by the Lafayette City Council.
- D. Two (2) Commissioners, one (1) of whom shall be a racial minority, shall be appointed by the Lafayette Parish Council.
- E. Two (2) Commissioners, one (1) of whom shall be a racial minority, shall be appointed by the President of the University of Louisiana at Lafayette. The President may serve as one of the appointments.
- F. One (1) Commissioner shall be appointed by the Chancellor of South Louisiana Community College. The Chancellor may serve as the appointment.

G. One (1) Commissioner shall be appointed by One Acadiana, Inc.

Section 3. Term. Each Commissioner shall serve no more than two (2) consecutive four-year terms, except that of the initial members appointed, the terms shall be staggered such that four (4) shall serve two-year terms, four (4) shall serve three-year terms, and four (4) shall serve four-year terms. The Commissioners thereafter appointed at the expiration of the terms of the initial appointees shall serve for terms of four (4) years. Notwithstanding any provision herein to the contrary, so that there remains a stagger between the two (2) University of Louisiana at Lafayette appointments, the Executive Committee of the Board may from time to time allow a one-time extension not to exceed two (2) additional years of the term of one (1) of the two (2) university appointees. Service of two (2) years or more of an unexpired term shall be considered a full term. Service of less than two (2) years of an unexpired term shall not be considered a full term, thereby allowing the Commissioner to be reappointed for two (2) full four-year terms. Each Commissioner may continue to serve on the Board until a successor is appointed.

SECTION 4. Absences. Members of the Board of Commissioners are expected to attend Board meetings. The seat of any Commissioner who incurs three (3) consecutive unexcused absences from regular board meetings shall be deemed abandoned and vacated, without the necessity of Board action, effective immediately upon the adjournment of the missed third regular board meeting. In such event, the Chair of the Board shall notify in writing the appointing authority or agency of the vacancy within five (5) days of the occurrence of the vacancy, which said notice shall request the appointing authority or agency to fill the vacancy at his, her or its earliest convenience. Any member seeking an excused absence must do so in writing to the Board Chair or Secretary in advance of the scheduled board meeting. The Board Chair has the authority to deem an absence excused or unexcused.

SECTION 5. Removal. A member of the Board of Commissioners may be removed from the Board at any time for cause by majority vote of the membership of the Board.

SECTION 6. Resignation. Members of the Board of Commissioners may resign by providing written notice to any of the Chair, Vice-Chair, or Secretary-Treasurer. A successor may be appointed upon the effective date of the resignation. The acceptance of a resignation shall not be necessary to make the resignation effective.

SECTION 7. Political Office. Individuals holding political office shall be ineligible for service on the Board of Commissioners. Should a member of the Board of Commissioners decide to run for political office, before qualifying to run for any political office, the commissioner shall resign from the Board. Notwithstanding any provision herein to the contrary and at any time during his or her term of office, the Lafayette Mayor-President has the right to appoint himself or herself to the Board of Commissioners and to run for reelection to the office of Lafayette Mayor-President during his or her term as a commissioner.

### **ARTICLE III - MEETINGS**

SECTION 1. Open Meetings Law. The Board shall conduct its meetings in an open and public manner and shall abide by the provisions of Louisiana Open Meetings Law as amended from time to time.

SECTION 2. Annual Meeting. The Annual Meeting of the Board shall be held each year in August.

SECTION 3. Regular Meetings. The Board shall meet in regular session on the last Monday of each month.

- A. Any Commissioner who desires to have an item placed on the agenda of a regular meeting shall submit it, in writing, to the Secretary of the Board not later than seventy-two (72) hours prior to the said meeting.
- B. Any duly constituted Committee, except the Executive Committee, which desires to have an item placed on the agenda of a regular meeting shall submit it, in writing, to the Secretary of the Board not later than seventy-two (72) hours prior to the said meeting.
- C. If the Executive Committee wishes to have an item placed on the agenda of a regular meeting, it shall submit it, in writing, to the Secretary of the Board not later than thirty-six (36) hours prior to the said meeting.
- D. If the President-CEO of the Authority wishes to have an item placed on the agenda of a regular meeting, he/she shall submit it, in writing, to the Secretary of the Board not later than thirty-six (36) hours prior to the said meeting.

SECTION 4. Special Meetings. The Board shall meet in special session as often as the Board Chair convenes them or upon written request of seven (7) Commissioners.

SECTION 5. Quorum. Seven (7) members of the Board shall constitute a quorum. Any action of the Board shall require the affirmative vote of at least seven (7) members of the Board. The presiding officer may vote as any other member, regardless of the method of voting.

SECTION 6. Annual Board Retreat. In addition to its regular meetings, the Board may hold an Annual Board Retreat. At the Retreat, the Board may establish or review and amend its vision and mission statements, strategic plan, short- and long-term goals, and discuss its budgetary needs for the next fiscal year.

#### **ARTICLE IV - OFFICERS**

SECTION 1. Election of Officers. At the Annual Meeting of the Board, the Board shall elect from among its own members a Chair, Vice Chair, a Secretary and a Treasurer or a Secretary-Treasurer. At the discretion of the Executive Committee of the Board, the offices of Secretary and Treasurer may be held by one person. Each officer shall serve a one (1) year term effective immediately upon the adjournment of the annual meeting. No officer shall serve more than one consecutive term for the same office.

SECTION 2. Chairperson. The Chairperson of the Board (also “Board Chair” or “Chair”) shall preside at all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall see that the rules of order and decorum are properly enforced in all deliberations of the Authority and shall sign the approved minutes of each meeting. The Chair shall have general superintendence and direction of all the other officers of the Authority and shall see that their duties are properly performed. The Chair has the authority to deem requests for excused absences approved or not approved. The Chair shall perform such other duties as the Board may direct.

SECTION 3. Vice-Chairperson. The Vice-Chairperson of the Board (also “Vice-Chair”), in the absence or disability of the Board Chair, shall perform the duties and exercise the powers of the Board Chair and shall perform such other duties as the Board Chair or the Board may direct.

SECTION 4. Secretary. The Secretary shall record, or cause to be recorded, all votes in the minutes of all proceedings and shall provide for the preparation and maintenance of such records of proceedings of the Board and its committees as may be required by the Louisiana Open Meetings Law and the Louisiana Public Records Law. He or she shall give, or cause to be given, notices, etc., and shall perform, or cause to be performed, such other duties as may be directed by the Board Chair or the Board.

SECTION 5. Treasurer. The Treasurer shall oversee the accounts of the Authority and shall work with the staff to ensure that full and accurate accounting records are maintained at all times. He or she shall present such financial reports at the regular meetings of the Board and shall make certain that an annual report on the financial condition of the Authority is provided to the Board. All checks of the Authority shall be signed by a member of the Executive Committee or staff of the Authority as the Board may from time to time designate. The Treasurer shall supervise the staff in the preparation of the annual budget and present it to the Board for its approval and shall perform such other duties as the Board Chair or the Board may direct.

## **ARTICLE V - COMMITTEES**

SECTION 1. Standing Committees. The standing committees of the Board are: Executive Committee, Finance Committee, and Nominating Committee. A majority of the members of each committee shall constitute a quorum.

SECTION 2. Executive Committee. The Executive Committee shall consist of the officers of the Board, the immediate past Chairperson of the Board, and one other member-at-large of the Board who is elected by the Board for a one (1) year term at the time the officers are elected. The Executive Committee shall have no authority to bind the Board or make any final decision unless the Board has given the Executive Committee prior authority to do so, which said authority shall be contained in the minutes of a meeting of the Board. The Board Chair shall serve as the Chairperson of the Executive Committee and the Committee shall meet at the call of the Board Chair.

SECTION 3. Finance Committee. The Finance Committee shall consist of no less than three (3) members of the Board appointed by the Board Chair. The Treasurer shall serve as Finance Committee Chair unless he or she is unable, and in such case, the Board Chair shall name a committee chairperson from among the remaining board members. The committee shall meet prior to each regular meeting of the Board to review the bills for payment, the monthly financial statement, the cash flow analysis, if any, and the investment of idle funds and make recommendations to the Board at its regular meetings. The Committee shall assist the Treasurer and the staff in the preparation of the annual budget.

SECTION 4. Nominating Committee. The Nominating Committee shall consist of not less than three (3) members of the Board appointed by the Board Chair. The immediate past Chairperson of the Board shall serve as the Nominating Committee Chair unless he or she is unable, and in such case, the Board Chair shall name a committee chairperson from among the remaining board members. The committee shall meet prior to the Annual Meeting and shall submit to the Board at that meeting, a slate of candidates for each office and for the member-at-large seat for the Executive Committee.

SECTION 5. Special and Ad Hoc Committees. The Board of Commissioners may establish special or ad hoc committees by a resolution approved by a majority of the members of the Board. The designation of any such committee shall not relieve the Board, or its members, of any responsibilities herein.

## **ARTICLE VI - PRESIDENT AND CHIEF EXECUTIVE OFFICER**

SECTION 1. The Board may contract with or employ a President and Chief Executive Officer (President-CEO) whose compensation shall be determined by the Executive Committee.

SECTION 2. Duties. The duties and responsibilities of the President-CEO shall include, but shall not be limited to the following:

- A. Ensuring that the directives of the Board are carried out to the fullest extent.
- B. Supervision and direction of the operations of the Authority.
- C. Maintaining all building, facilities, and properties of the Authority.
- D. He or she shall have the authority to employ, supervise, discipline, and terminate all Authority employees and to determine their salaries within the approved budget limitations.
- E. Serving as the lead representative and spokesperson for the Authority to the public. The President-CEO is encouraged to appear before the public and civic groups to discuss the affairs of the Authority, which said discussion may include, but need not be limited to, an explanation of what the Authority is, how it operates, what it has done, what it is currently

doing and what it plans for the future.

- F. The President-CEO shall be an ex-officio member of the Board and of all committees but shall serve as such without voting privileges. It shall be the duty of the President-CEO to conduct the official correspondence, keep books of accounts and maintain an accurate record of the proceedings of the Authority and committees. He or she shall perform such duties as may be incident of his office, subject to the direction of the Board Chair or the Executive Committee.
  
- G. At the expiration of his or her term of service as President-CEO, he or she shall deliver to the Board all books, papers, files, and property of the Authority.

SECTION 3. Selection. The Executive Committee of the Board shall serve as the selection panel for the position of President-CEO. The panel may engage a professional executive search firm to assist with the search process. The committee shall present a slate of finalists to the full Board, with or without a recommended candidate, and the final selection shall be made upon a majority vote of the full Board. Any member of the Board may participate in candidate interviews. At least one of the members of the Executive Committee or the Board, or a designee of either, must inform all President-CEO candidates that all candidate information and documents are subject to the Louisiana Public Records Law.

SECTION 4. Terms and Conditions of Employment. The Board shall determine and express the terms and conditions of employment of the President-CEO in a written employment contract, which shall specifically include, but shall not be limited to, the manner in which the employment of the President-CEO may be terminated.

## **ARTICLE VII - INDEMNIFICATION**

SECTION 1. The Authority shall indemnify any person from actual or threatened claims, damages, actions, judgments, lawsuits, proceedings (whether civil, criminal, or administrative), liabilities, obligations, costs, expenses (including reasonable attorney's fees) investigative expenses, adjustment expenses, fines, penalties, and sums of money accruing to any person, group of persons, or legal entity, which arise out of, or are claimed to arise out of:

- a. the fact that such person is a Commissioner, officer, employee or agent of the Authority, or
  
- b. the fact that such person serves at the request of the Authority as a director, officer, employee or agent of another business, corporation, partnership, joint venture, or other enterprise; or
  
- c. an act or omission of such person while serving in any of the capacities specified in subsections (a) or (b) above, provided that such act or omission is not willful misconduct, criminal misconduct, or gross negligence.

SECTION 2. The Authority, by majority vote of the Board on a case-by-case basis, shall have the right to pay an indemnitee's defense costs and other sums due in indemnity as they accrue or come due to the indemnitee, in advance of final disposition of the matter for which indemnity is due. Otherwise, sums due in indemnity from the Authority shall be paid on a reimbursement basis to the indemnitee upon final disposition of the matter for which indemnity is due.

SECTION 3. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which an indemnitee may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Commissioner, officer, employee or agent and shall inure to the benefit of his heirs and legal representatives.

SECTION 4. The Authority shall have the right, but not the obligation, to procure and maintain insurance on behalf of any person who is or was Commissioner, officer, employee or agent of the Authority, or is or was serving at the request of the Authority as a director, officer, employee or agent of another business, non-profit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted or incurred by him in any such capacity, or arising out of his status as such, whether or not the Authority would have the power to indemnify him against such liability under the laws of the State of Louisiana.

#### **ARTICLE VIII - BUDGET AND AUDIT**

SECTION 1. Each year prior to the November meeting of that year, the staff, under the supervision of the Treasurer and with the assistance of the Finance Committee, shall prepare a proposed annual budget for the general fund and all special revenue funds for the next fiscal year in accordance with Louisiana Revised Statutes 39:1301 through 39:1315 as amended from time to time. The Treasurer shall submit the said proposed budgets to the Finance Committee and Executive Committee for review. The staff, under the supervision of the President-CEO and upon the direction of the Treasurer, will make any amendments or modifications thereto. Following approval by the Executive Committee, the Board shall adopt the annual budget(s) for the next fiscal year at the November Board Meeting.

SECTION 2. The Authority shall contract with an auditing firm which has been approved by the Louisiana Legislative Auditor to annually audit the Authority's financial records in accordance with Louisiana Revised Statute 24:513 through 24:515 as amended from time to time.

#### **ARTICLE IX - AMENDMENTS**

These Bylaws may be amended or repealed by the affirmative vote of a majority of the Board.

#### **ARTICLE X – MISCELLANEOUS**

SECTION 1. The fiscal year shall begin on January 1<sup>st</sup>.

SECTION 2. The Board shall conduct its meetings according to Roberts Rules of Order, except that: (a) a failure, refusal, inability, or error in applying Roberts Rules of Order shall not invalidate an act or failure to act of the Board or any of its committees so long as such act or failure to act is otherwise lawful; and (b) the failure of a member of the Board or any of its committees to object to actual or alleged noncompliance with Roberts Rules of Order prior to adjournment of the meeting within which the noncompliance occurred shall constitute waiver of the noncompliance.

SECTION 3. The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit, or add to the meaning of any provision hereof.

Passed and approved on \_\_\_\_\_ and signed this \_\_\_\_\_  
day of \_\_\_\_\_.

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CHAIRPERSON OF THE BOARD

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SECRETARY



SEPTEMBER 29, 1980

ESTABLISHMENT OF LEDA BYLAWS

AMENDED:

February 25, 1985

ADD LAST SENTENCE TO PARAGRAPH 1, SECTION 5.1

January 25, 1988

CITIZENS' TASK FORCE COMMITTEE ON LEDA CHANGES

February 29, 1988

ADD NEW SECTIONS 2.4, 10, 11, AND 12. ADD A NEW PARAGRAPH TO SECTION 4.6, AND CHANGES TO SECTIONS 5.1 AND 5.5

March 28, 1988

HOUSEKEEPING CHANGES

February 27, 1989

CHANGES TO ACCOMMODATE 1988 LEDA LEGISLATION, ADD NEW SECTION 12, AND HOUSEKEEPING CHANGES

July 31, 1989

CHANGE "PRESIDENT" TO "CHAIRMAN OF THE BOARD", CHANGE "VICE PRESIDENT" TO "VICE CHAIRMAN OF THE BOARD", CHANGE "EXECUTIVE VICE PRESIDENT" TO "PRESIDENT AND CHIEF EXECUTIVE OFFICER", CHANGE SECTION 4.1 FROM "SEPTEMBER" TO "AUGUST", AND CHANGE SECTION 5.6 FROM "SEPTEMBER" TO "AUGUST"

August 28, 1989

ADD A SENTENCE TO THE END OF SECTION 4.1

July 30, 1990

ADD A NEW PARAGRAPH 2, TO THE END OF SECTION 2.3

September 24, 1990

ADD A SENTENCE TO THE END OF SECTION 3.4  
ADD A SENTENCE TO THE END OF SECTION 3.3  
REPLACE THE PHRASE "A MAJORITY OF THE COMMISSIONERS PRESENT" BY "SEVEN COMMISSIONERS" IN SECTION 3.9 AND  
3.10. REPLACE THE PHRASE "A MAJORITY OF THE COMMISSIONERS PRESENT" BY "AT LEAST SEVEN COMMISSIONERS" IN SECTION 11.1

March 29, 1993

CHANGE LEDA'S PRINCIPAL OFFICE LOCATION FROM "315 AUDUBON BOULEVARD, P. O. DRAWER 51439, LAFAYETTE, LOUISIANA 70505-1439" TO

“2014 WEST PINHOOK ROAD, SUITE 100, LAFAYETTE, LOUISIANA 70508—3289” IN SECTION 1.1

April 26, 1993

ADD A SENTENCE TO THE END OF SECTION 3.3, ALLOWING THE PRESIDING OFFICER TO VOTE

October 31, 1994

REPLACE THE OLD SECTION 9. PROFESSIONAL CONSULTANTS WITH A NEW SECTION 9. PROFESSIONAL CONSULTANTS

January 26, 1998

CHANGE THE PHRASE “TWO CONSECUTIVE TERMS” TO “ONE CONSECUTIVE TERM” IN THE LAST SENTENCE OF SECTION 4.1, UNDER SECTION 4.

May 22, 2000

CHANGE LEDA’S PRINCIPLE OFFICE LOCATION FROM “2014 WEST PINHOOK ROAD, SUITE 100, LAFAYETTE, LOUISIANA 70508-3289” TO “211 EAST DEVALCOURT STREET, LAFAYETTE, LOUISIANA 70506” IN SECTION 1.1

September 26, 2011

ADD SECTION 2.5

August 29, 2022

UPDATED TO MATCH SENATE BILL 480/ACT 771 OF THE 2022 REGULAR LEGISLATIVE SESSION, AMENDED AND MODERNIZED NUMBERING STRUCTURE AND TERMINOLOGY.