

TERREBONNE PORT COMMISSION BY-LAWS

ARTICLE I – NAME

- 1.1 The name of the organization shall be the Terrebonne Port Commission referred to in these by-laws as the “COMMISSION”.

ARTICLE II – AUTHORIZATION

- 2.1 The Louisiana Legislature established the Terrebonne Port Commission in 1964. The Legislature created the Commission as a political subdivision of the State of Louisiana.

ARTICLE III – PURPOSE

- 3.1 To exercise the duties and powers granted the Commission, to own, operate, and develop a port site and to become an economic catalyst for diversified growth in the Marine Industry in an environmentally friendly manner.

ARTICLE IV – OFFICIAL OFFICE

- 4.1 The Commission shall maintain an official office for the conduct of business. The office schedule shall be approved by the Commission and displayed for easy public viewing.

ARTICLE V – OFFICIAL JOURNAL

- 5.1 The official journal of the Commission shall be The Houma Courier.

ARTICLE VI - MEMBERSHIP OF THE BOARD

- 6.1 **Vacancies** Any vacancy in the membership of the Commission shall be filled in the manner of the original appointment. Upon a vacancy occurring, the Director shall forward a letter to the Parish Council and Parish President advising same of the vacancy. In the event the vacancy happens to be from the nominations made by the Chamber or the SCIA, the appropriate notice shall be sent to them.

- A. A vacancy shall be deemed to occur upon the absence of any Commission member for four (4) regular meetings of the Commission without a valid excuse such as: illness, out-of-town business, etc.; or, upon receipt and acceptance, by a President, of a signed letter of resignation from any Commission member. Any action by a Commission member, whether it be civil or criminal, that reflects poorly upon the performance or mission of the Commission shall be considered grounds for immediate dismissal by a two-third (2/3) vote of the entire Commission at the regular monthly meeting.

ARTICLE VII – OFFICERS OF THE COMMISSIONER

- 7.1 The Commission shall elect from amongst its membership a President, a Vice-President, and a Secretary/Treasurer.
- 7.2 The election of officers shall occur at the regular meeting of the Commission to be held during the month of December.
- 7.3 Nominations shall be made from the floor at the December meeting and election of officers shall follow immediately thereafter.
- 7.4 A candidate receiving a majority vote of the entire membership of the Commission shall be declared elected, and shall served for a term of one (1) year, with eligibility for re-election.
- 7.5 Vacancies in an office of the Commission shall be filled immediately by regular election procedures.
- 7.6 **Duties** The president shall preside at all meetings of the Commission and shall have the duties normally conferred by parliamentary usage on such officer.
 - A. The Vice-President shall assume the Chair in absence of the President.
 - B. The Port Director shall keep the minutes and records of the Commission, and with the assistance of such staff (when available), shall prepare the agenda of regular and special meetings, provide notice of all meetings to Commission members, arrange proper and legal notice of hearings, attend to correspondence of the Commission and perform such duties as are required.
 - C. The Secretary/Treasurer shall act for the President and Vice-President in their absence. In the event all three officers of the Commission are not present at any official meeting in which a quorum is present, the present members in attendance shall elect any or all officers needed to conduct the official business of the Terrebonne Port Commission.

- D. In the event of a tie vote on any official issue, the President may exercise his prerogative under Roberts Rules of Order to break tie vote.
- E. The Port Director, along with staff, shall maintain and keep records of all receipts and disbursements of the Commission.

ARTICLE VIII – MEETINGS

- 8.1 Meeting will be held on the third Tuesday of each month. In the event of a conflict with holidays or other event(s), the Director may change the date of said meeting.
- 8.2 The place and time of the meeting will be arranged by the Director.
- 8.3 **Public Notice** The Director or his designated appointee shall provide for public notice of all regular and special meetings of the Commission which shall include, but not limited to, the publication of a meeting notice in the official journal stating date, time, and place of the meeting.
- 8.4 **Quorum** A quorum shall consist of four (4) members of the Commission.
- 8.5 **Voting** Voting may be roll call upon the request of a Commissioner. A record of the roll call vote shall be kept as a part of the minutes.
- 8.6 **Parliamentary Procedure** “Roberts Rules of Order” shall govern the proceedings at the meetings of the Commission.
- 8.7 All meetings shall be opened to the general public under Louisiana Revised Statutes Section 42:4.1-13 unless the Commission meets in Executive Session allow under Revised Statute 42:6, R.S. 42:61, and R.S. 42:62 .
- 8.8 **Order of Business** The order of business at regular meetings shall be at the discretion of the President.
- 8.9 Special meetings may be called by the Director or upon written request of three (3) Commission members. The Director shall notify all members of the Commission in writing or email not less than three (3) days or 24 hours, as the law requires, in advance of such special meetings.
 - A. Public notice for a special meeting shall conform to the provisions as set forth for regular meetings of the Commission.
- 8.10 **Proxies** No member of the Commission shall be represented by proxy.

- 8.11 **Annual Organizational Meeting** The Commission shall hold its official meeting in December where the Election of Officers and the selection of an Auditor (when applicable) shall take place.

ARTICLE IX – POLICIES AND PROCEDURES

- 9.1 The Commission shall adopt, by a two-thirds (2/3) vote of the entire Commission, By-Laws, fiscal, and administrative policies which govern the operation of the Port Commission at any regular or special meeting. The Director shall give thirty (30) days notice prior to proposed changes to the By-Laws.
- 9.2 Any and all actions of the Commission relative to personnel, administrative, and fiscal matters shall be referenced in the minutes according to the appropriate policy and procedure.
- 9.3 In the absence of an applicable policy or procedure, the Commission may take such action as is necessary for the operation of the Commission by a two –thirds (2/3) vote. Such action shall become a policy or procedure of the Commission.
- 9.4 Sections 9.1 and 9.2 shall become applicable no later than six (6) months from the date of adoption of these by-laws.
- 9.5 **Fiscal Year** The Fiscal Year for the Commission shall commence on January 1 and end on December 31.
- 9.6 **Annual Budget** Prior to the last regular meeting of the fiscal year, the Director or his designated representative shall submit to the Commission a proposed operating budget for his upcoming year for review by the Commission.
- A. The budget shall be adopted no later than the regularly scheduled Commission meeting in December.
- 9.7 **Acceptance of Contributions** The Commission may accept contributions from individuals, groups, corporations, foundations, or any branch of government. Such contributions shall be regulated according to Title 33 of the Civil Law Statutes of the State of Louisiana.
- 9.8 **Audit** A financial audit of the Commission shall be done on an annual basis.
- 9.9 The Treasurer through the Director shall ensure the preparation of an annual financial report, which shall be presented to the Legislative Auditor pursuant to the provisions L. R. S. 24:513 paragraph 12.

- 10.1 **Standing Committees** The President shall present to the Commission his recommendations for the formulation of a standing committee(s) and the applicable functions of same for ratification by the Commission when needed.
- A. The President shall appoint from the Commission a Chairman of each standing committee.
 - B. Membership of each standing committee shall be no less than three (3) members selected by the Commission President. ALL members shall serve at the discretion of the President giving consideration to Commissioners desires.
 - C. Standing Committees shall be Nominating Committee, Finance Committee, Security Committee, and Lease Review Committee.
- 10.2 **Special Committees** Special Committees may be formed as needed to address specific issues of interest to the Commission. President appoints all members to committees
- 10.3 **Reporting** to the full Commission shall be done by the Chairman of the Committee, be it a Standing Committee or a Special Committee.

ARTICLE XI – ANNUAL REPORT

- 11.1 The Commission shall render annually to the Terrebonne Parish Council a generalized report of its activities and a financial report at least thirty (30) days after each fiscal year according to the Louisiana Statute 34:2202 B.

ARTICLE XII – MISCELLANEOUS

- 12.1 The Commission shall conform in every way to all applicable local, state, and federal laws, in its functioning.

ARTICLE XIII – AMENDMENTS TO BY-LAWS, POLICIES, & PROCEDURES.

- 13.1 The By-Laws and administration and fiscal procedures of the Commission may be amended at any regularly scheduled or special meeting provided that:
- A. The proposed amendment is presented, in its entirety, to all Commission members for preliminary consideration at least thirty (30) days prior to the date of the meeting at which official action on the proposed amendment is scheduled.

ARTICLE XIV – ADOPTION

14.1 These By-Laws, in entirety, were adopted by the Commission on the 20th day of **January 2004.**