

BYLAWS OF

IMPERIAL CALCASIEU HUMAN SERVICES AUTHORITY

Section 1. Offices and Purposes

1.1 The principal office of the IMPERIAL CALCASIEU HUMAN SERVICES AUTHORITY, hereinafter referred to as the "AUTHORITY" shall be located at a site to be determined at a future date.

1.2 The AUTHORITY may have such other offices at such other places as the Board of Directors may from time to time determine or the business of the AUTHORITY may require.

1.3 The AUTHORITY shall advance the purposes of the AUTHORITY as set forth in Louisiana Revised Statutes Title 28, Articles 911 et. seq.

Section 2. Area Served

The area served by the AUTHORITY shall be the parishes of ALLEN, BEAUREGARD, CALCASIEU, CAMERON, AND JEFFERSON DAVIS.

Section 3. Voting Members

The voting members shall consist of the directors appointed pursuant to the provisions of RS 28: 913. There shall be no non-voting members of the AUTHORITY.

Section 4. Directors

4.1 All of the business and affairs of the AUTHORITY shall be managed by a Board of Directors as provided by law.

4.2 The Board of Directors shall initially consist of eight (8) members. The initial terms of office shall be one (1) year for the first two (2) parishes alphabetically, two (2) years for the second two (2) parishes alphabetically and the initial terms of all other board members shall be three (3) years. The terms shall not begin to accrue until the AUTHORITY is fully functional as jointly determined by the Board of Directors and the Louisiana Department of Health and Hospitals. All subsequent appointees shall serve terms of three (3) years but may not serve more than two (2) such terms.

4.3 Members of the Board of Directors shall serve without compensation, but they may be reimbursed by the AUTHORITY for all legitimate and necessary expenses incurred by attendance at the regular or special meetings of the Board of Directors or committees thereof, or incident to their performance of any proper function or duty authorized by the Board of Directors, all as provided by RS 9: 913(C).

4.4 The Board of Directors shall fix the policies of the AUTHORITY. As required by RS 9:914, the Board may act only as a body and not through the individual actions of any individual board member, unless the board member is given explicit authority by a majority vote of the board to carry out a specific function, or the function is reasonably required of a board member serving as an officer of the board. Under penalty of removal, no board member shall, directly or indirectly, provide direction to or interfere with any employee of the district.

Section 5. Officers

5.1 The officers of the AUTHORITY shall be chosen by the Board of Directors and shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer.

5.2 The officers of the AUTHORITY shall hold office at the pleasure of the Board of Directors for a term of one year.

5.3 The Chairperson shall preside at all meetings of the board of directors and shall have the power and authority to sign, execute and deliver any and all contracts or other documents on behalf of the AUTHORITY as authorized by the board of directors.

5.4 The Vice-Chairperson of the AUTHORITY shall be vested with full power to exercise the functions of the Chairperson of the AUTHORITY at any meeting of the directors, in the absence of the Chairperson. If the Chairperson ceases to serve for any reason during his term, the Vice-Chairperson shall succeed to the office of Chairperson until such time as a Chairperson is elected by the board.

5.5 The Secretary shall attend all meetings of the Board of Directors and shall have custody of the corporate minutes and records. The Secretary shall record the minutes of all directors' meetings in a book to be kept for that purpose and shall give, or cause to be given, all notices provided in these By-laws and shall perform such other and further duties as may be provided by the Board of Directors. When necessary, the Secretary shall sign, with the Chairperson, any contracts or other documents on behalf of the AUTHORITY.

5.6. The Treasurer shall assist the board to create and periodically review all board policies that bear on financial matters.

5.7 If any officer ceases to serve for any reason during his term, the Board of Directors shall choose a successor to serve the balance of his term.

Section 6. Meetings of the Board

6.1 The meetings of the Board of Directors may be held at the principal office of the AUTHORITY or such other place within or without the State of Louisiana as a majority of the directors may from time to time appoint or as may be fixed in the call of the meeting.

6.2 Regular meetings of the Board shall be held at least monthly, upon five days' written notice from the Chairperson or Secretary to all Directors. Directors present at any regular or special meeting shall be deemed to have received due, or to have waived, notice thereof.

6.3 Special meetings of the Board may be called by the Chairperson on two days' notice given to each director, either personally or by telephone, mail or by E-mail. Board members who cannot be physically present for special meetings may participate in special meetings electronically, without being physically present, with the use of audio technology. However, board members must be physically present to vote.

6.4 No representation by proxy of a member of the board shall be allowed or recognized.

6.5 The presence of a majority of the directors then serving shall be necessary to constitute a quorum for the transaction of business, and except as otherwise provided by law, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board.

6.6 If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by vote of a majority of a quorum as fixed in Section 5.5 hereof, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum as fixed in Section 5.5 hereof or the refusal of any director present to vote.

6.7 Any action which may be taken at a meeting of the Board or any committee thereof, may be taken by a consent in writing signed by all of the directors or by all members of the committee, as the case may be, and filed with the records of proceedings of the Board or committee.

6.8 When not in conflict with the By-Laws of the AUTHORITY, Roberts Rules of Order shall constitute the rules of parliamentary procedure applicable to meetings of the Board of Directors.

6.9. Procedures for filling a vacancy created by the removal, resignation, or death of any board member prior to the end of the board member's term shall follow those used for initial appointments

6.10 All meetings of the board shall be open to the public except where Executive Sessions are permitted under the Louisiana Open Meetings Law.

Section 7. Committees of the Board

7.1 The Board may designate one or more committees. Each committee will consist of two or more directors of the AUTHORITY and one or more directors may be named as alternate members. Each committee shall be named and have such authority as may be provided by the Board of Directors, all of which shall be reflected in the official minutes of the AUTHORITY.

7.2 The Board may designate one or more advisory committees, each committee to consist of at least two directors and such other persons as the Board may in its discretion appoint. Such committees may advise the Board, but are not authorized to exercise the powers of the Board in the management of the business and affairs of the AUTHORITY. Such committee or committees shall have such name or names as may be stated in the By-laws, or as may be determined, from time to time, by the Board as reflected in the minutes of the AUTHORITY.

Section 8. Removal of Board Member

8.1 As provided by Louisiana Revised Statutes 28: 913, the following circumstances shall constitute grounds for removal of any board member:

- a) Conviction of a felony.
- b) Violation of the provisions of R.S. 914 (2) Source LA R.S. 28:913 E (2)
- c) Unexcused Absences of three (3) consecutive regular meetings or a total of five (5) meetings in a calendar year.

8.2 Process of Removal:

- (a). If the Chairperson or Vice Chairperson receives information or knowledge that in his or her opinion indicates any of the above circumstances have occurred, the Chair or Vice Chair shall first provide notice of the allegation to the accused Board member. The notice shall be in writing and shall contain a clear statement of the alleged violation. The identity of the person reporting the alleged violation shall remain confidential if possible.
- (b) A notice shall be placed on the agenda of the next Board meeting, which is at least ten (10) days following the notice given to the Board member, at

which time the matter shall be discussed. The board member may request that the discussion be held in private.

- (c) At the designated Board meeting, the Board shall determine if it is necessary to refer the allegations to a Sub-Committee to fully investigate the allegations. The investigation shall include the review of any and all information submitted by the accused Board member.
- (d) If the State Ethics Commission has investigated the allegations and issued final recommendations the Board may consider, but is not bound to accept, the Commission's recommendations.
- (e) When the Sub-Committee has concluded its investigation it shall report its findings and recommendations to the Board for consideration. The Board must agree by a two thirds vote of those present based on the recommendations of the sub committee whether or not to remove that board member. A notice of removal will be sent to the Governor's office and the appropriate governing parish authority.
- (f) All board members shall be subject to the State Code of Governmental Ethics. No member of the board or of his immediate family shall own or have any interest or part in any public or private organization, business, company, or entity conducting any business of any kind with the district.

Section 9. Notices

9.1 Any written notice required or permitted by law or the By-laws, to be given to any member or director shall be deemed to have been given to such member or director when such notice is served upon such member or director or two business days after such notice is placed in the United States mail, postage prepaid, addressed to such member or director at his last known address, whichever is earlier.

9.2 Whenever any notice is required to be given by law or the By-laws, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 10. Fiscal Affairs

10.1 The fiscal year of the AUTHORITY shall be the same as the State of Louisiana.

Section 11. Executive Director

An Executive Director shall be employed who shall serve at the pleasure of the board. The Executive Director shall be responsible for directing the operations, administration, and management of all aspects of the Authority.

Section 12. Indemnity

The AUTHORITY shall indemnify, defend, and hold harmless each director now or hereafter serving the AUTHORITY, from and against any and all claims, costs, suits, and damages, including attorney fees, arising out of or because of the performance of duties by the director on behalf of or in connection with the management and operation of the AUTHORITY. This hold harmless and indemnification obligation shall survive any termination of the director's services. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

Section 13. Amendments

These By-laws may be amended by vote of a majority of the directors present at a regular or special meeting.

CERTIFICATE

These By-laws have been read, approved and adopted on vote of all of the now existing directors, on this 12th day of July, 2011.

READ AND APPROVED:

Doug J. [Signature]
Chairperson

[Signature]
Vice Chairperson

Sandra K. Gay
Secretary

Treasurer

Susan Dupont
Board Member

[Signature]
Board Member

[Signature]
Board Member

Patti Ferris
Board Member