



**BYLAWS  
OF  
EAST BATON ROUGE REDEVELOPMENT AUTHORITY**

The East Baton Rouge Redevelopment Authority ("**Authority**"), by its Board of Commissioners ("**Board**"), does hereby amend and restate its bylaws ("**Bylaws**") in whole as follows:

**ARTICLE I  
GENERAL**

**Section 1. Name.** The name of the Authority shall be the "East Baton Rouge Redevelopment Authority."

**Section 2. Authority.**

a. The Authority is a special district created pursuant to Article VI, Section 19 of the Constitution of Louisiana and political subdivision of the State as defined in Article VI, Section 44 of the Constitution of Louisiana.

b. The Authority, acting through the Board, is granted all of the rights, powers, privileges, and immunities accorded by the laws and the Constitution of Louisiana to political subdivisions of the State, subject to the limitations provided in Louisiana Revised Statute 33:4720.151 *et. seq.* ("**Enabling Legislation**").

**Section 3. Domicile.** The domicile of the Authority shall be in the Parish of East Baton Rouge, State of Louisiana.

**Section 4. Principal Office.** The principal and registered office of the Authority shall be located at 402 N. 4th Street, Baton Rouge, Louisiana 70802. The Authority may change the principal and/or registered office or have such additional offices as the Board may, from time to time, determine to be in the best interest of the Authority.

**ARTICLE II  
PURPOSES AND FUNCTIONS**

**Section 1. Mission.** The mission of the Authority ("**Mission**") is as provided in the Enabling Legislation. Without limiting the foregoing, the Mission is to eliminate blight and catalyze development and investment, as well as jobs creation, within East Baton Rouge Parish, all as described in the Enabling Legislation.

## ARTICLE III SELECTION OF BOARD

**Section 1. Function.** The complete authority, direction and management of the affairs of the Authority and the control and disposition of its properties and funds shall be vested in the Board to the fullest extent allowed by law, including, without limitation, the power and authority to:

a. Conduct, direct, organize and control policies and business of the Authority in pursuance of the Mission, the goals, objectives and purposes for which it was organized;

b. Prepared an annual program of work ("**Program of Work**") outlining the plan for the implementation of the goals and objectives of the Authority;

c. Consider and adopt the annual budget of income and expenditures ("**Budget**") upon which the next fiscal year's operations shall be based;

d. Fix and implement the policies of the Authority governing sources from which funds are to be solicited, methods of soliciting funds, goals to be set up and amounts to be sought;

e. Adopt, amend or repeal the Bylaws;

f. Election of officers of the Authority ("**Officers**"); and,

g. Delegate any portion of its power or authority to any committee of the Board as it considers appropriate, including, without limitation, the Executive Committee pursuant to the Enabling Legislation.

**Section 2. Number.** The Board shall consist of five (5) commissioners ("**Commissioners**") appointed as follows:

a. One (1) member shall be appointed by the Board of Directors of the Baton Rouge Area Foundation ("**BRAF Appointment**");

b. One (1) member shall be appointed by the Board of Directors of the Baton Rouge Area Chamber ("**BRAC Appointment**");

c. Three (3) members shall be appointed by the Mayor-President of the City of Baton Rouge and Parish of East Baton Rouge ("**Mayor-President's Appointments**") and confirmed by the Metropolitan Council.

### **Section 3. Appointments Confirmation by Metropolitan Council**

a. The presentations by the BRAF Appointment, BRAC Appointment and the Mayor-President's Appointments (individually and collectively "**Appointments**") shall be

in writing, shall be made at an official and open meeting of the Metropolitan Council, and shall include information sufficient to allow the Metropolitan Council to assess the qualifications and fitness of the appointee for his intended duties.

b. Upon receipt of such presentation of the Appointments, the Metropolitan Council shall have the right to confirm or reject any one or more of the Appointments. Such confirmation or rejection shall be made in the manner and under the procedure prescribed by the Metropolitan Council.

c. Regardless of the manner and procedure so employed, if the Metropolitan Council does not reject such appointment within sixty (60) days after the presentation required by this Section, then the Appointment(s) shall be deemed confirmed.

**Section 4. Member Qualifications.**

a. Each Commissioner shall be a citizen of the United States, a domiciliary of and a qualified voter in East Baton Rouge Parish for at least one (1) year preceding the date of appointment, and shall remain a domiciliary of and a qualified voter of East Baton Rouge Parish during the entirety of the term of office.

b. Each Commissioner shall be of good character and shall possess some skill, knowledge, or experience that will prove useful in the accomplishment of the goals of the authority as set forth in this Article III.

**Section 5. Term.** Each Commissioner shall serve at the pleasure of the Metropolitan Council for a term of five (5) years, unless removed for cause by the Board, as provided in this Article, or removed for any reason by authorized action of the applicable appointing entity listed in Article III, Section 2 herein.

**Section 6. Seating of New Commissioners.** The Appointments shall be seated at the first Board meeting held after confirmation by the Metropolitan Council.

**Section 7. Vacancies.**

a. Vacancies among the Commissioners shall be filled by the Metropolitan Council.

b. Vacancies may be filled by a majority vote of the Board until the vacancy is filled by the Metropolitan Council.

**Section 8. Removal As a Result of Absences.**

a. A Commissioner who misses three (3) or more meetings of the Board without excuse during any calendar year shall automatically be removed by the Board.

b. Any Commissioner removed under this Section shall be ineligible for reappointment to the Board, unless such reappointment is confirmed unanimously by the Board.

**Section 9. Resignation.** Any Commissioner may resign at any time by giving written notice to the Chairperson of the Board ("**Chairperson**") or Secretary of the Board ("**Secretary**"). The resignation of any Commissioner shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 10. Compensation of Commissioners.** Commissioners shall serve without compensation, but the Authority may reimburse such Commissioners for necessary expenses incurred in the discharge of their duties if such compensation does not violate any other provision of law to the contrary.

#### **ARTICLE IV MEETINGS OF THE AUTHORITY**

**Section 1. Regular Meetings.** The Board may meet each month on dates to be fixed by the Chairperson.

**Section 2. Special Meetings.** Special meetings of the Board may be called by the Chairperson at the Chairperson's discretion, and must be called by the Chairperson upon the written request of three (3) or more Commissioners. Such special meetings shall be held at such place, within or without the State, as may be designated by the Chairperson except for those meetings called upon the written request of three (3) or more Commissioners, in which case the meeting shall be held at the domicile of the Authority. Written notices specifying the time and place of special meetings shall be mailed by the Secretary to all Commissioners so as to be postmarked at least five (5) days before the dates of the said meetings. The Board shall not act upon any matters not embraced in the call for a special meeting.

**Section 3. Place.** All meetings of the Board shall be held at such place as from time to time may be determined by the Chairperson in the State of Louisiana and specified in the notice of such meeting.

**Section 4. Quorum.**

a. A majority of the Commissioners, excluding unfilled vacancies, shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Commissioners present at a meeting at which a quorum is present shall be the acts of the Board.

b. If a quorum is present, the Commissioners present can continue to do business until adjournment notwithstanding the subsequent withdrawal of enough Commissioners to leave less than a quorum or the refusal of any Commissioner present to vote.

**Section 5. Open Meeting.**

a. **Open Meeting Law.**

(1) Meetings of the Board, any of its Advisory Boards (as hereinafter defined) and/or the Board's committees (individually and collectively "**Authority Meetings**") shall be held in compliance with Louisiana R.S. 42.1 et. seq. ("**Open Meeting Law**").

(2) Notwithstanding the provisions of Louisiana R.S. 42:5, until thirty (30) days prior to the date the Board is schedule to consummate a final sale or lease of any immovable property owned by the Authority (individually and collectively "**Real Estate Transactions**"), the Board may meet in Executive Session (as hereinafter defined) to discuss negotiations between the Authority and any prospective seller, lessor or lessee of that property related to the Real Estate Transactions. Louisiana R.S. 44.31 through 35 shall not apply to any records related to the negotiations of or to the terms of Real Estate Transactions until thirty (30) days prior to the date the Board is scheduled to consummate a final sale or lease related to the Real Estate Transactions. The Board shall give written public notice of its intention to consummate a final sale or lease at least thirty days prior to the date on which the Board intends to take such action. This notice shall comply with the procedural provisions of Louisiana R.S. 42:7.

b. **Meetings Open to Public.** Every Authority Meeting shall be open to the public unless closed pursuant to a properly noticed and conducted Executive Session (as hereinafter defined).

c. **Public Comment.** Each Authority Meeting, other than an Executive Session, shall provide an opportunity for public comment at such meeting, subject to reasonable rules, regulations, and restrictions as adopted by the Board.

d. **Executive Sessions.**

(1) The Authority Meetings may be held in executive session ("**Executive Session**") upon an affirmative vote, taken at an open meeting for which proper notice has been given, of two-thirds ( $2/3^{\text{rd}}$ ) of its members present.

(2) An Executive Session shall be limited to matters allowed to be exempted from discussion at Open Meetings as provided below; however, no final or binding action shall be taken during an Executive Session.

(3) The vote of each member on the question of holding such an executive session and the reason for holding such an Executive Session shall be recorded and entered into the minutes of the Authority Meeting.

(4) An Authority Meeting may be held in Executive Session for one or more of the following reasons:

(a) Discussion of the character, professional competence, or physical or mental health of a person, provided that such person is notified in

writing at least twenty-four (24) hours before the meeting and that such person may require that such discussion be held at an open meeting, and provided that nothing in this Subsection shall permit an executive session for discussion of the appointment of a person to a public body. In cases of extraordinary emergency, written notice to such person shall not be required; however, the public body shall give such notice as it deems appropriate and circumstances permit.

(b) Strategy sessions or negotiations with respect to collective bargaining, prospective litigation after formal written demand, or litigation when an open meeting would have a detrimental effect on the bargaining or litigating position of the Authority;

(c) Discussion regarding the report, development, or course of action regarding security personnel, plans, or devices;

(d) Investigative proceedings regarding allegations of misconduct;

(e) Cases of extraordinary emergency, which shall be limited to natural disaster, threat of epidemic, civil disturbances, suppression of insurrections, the repelling of invasions, or other matters of similar magnitude;

(f) Matters related to Real Estate Transactions as described in Section 5 a. (2) above.

(g) Or any other matters now provided for or as may be provided for by the State legislature.

e. **Notice of Authority Meetings**

(1) **Regular Meetings Schedule.** The Authority shall give written public notice of its Authority Meetings, if established by law, resolution, or ordinance, at the beginning of each calendar year. Such notice shall include the dates, times, and places of such meetings.

(2) **Individual Meetings.**

(a) The Authority shall give written public notice of any regular, special, or rescheduled Authority Meeting no later than twenty-four (24) hours before the meeting.

(b) Such notice shall include the agenda, date, time, and place of the meeting, provided that upon approval of two-thirds (2/3<sup>rd</sup>) of the members present at a meeting of a public body, the Authority Meeting may take up a matter not on the agenda.

(c) Following the above information, there shall also be attached to the written public notice of the meeting, whether or not such matters will be discussed in an Executive Session:

- (i) A statement identifying the court, case number, and the parties relative to any pending litigation to be considered at the meeting;
- (ii) A statement identifying the parties involved and reasonably identifying the subject matter of any prospective litigation for which formal written demand has been made that is to be considered during the Executive Session;
- (iii) In cases of extraordinary emergency, such notice shall not be required; however, the public body shall give such notice of the meeting as it deems appropriate and circumstances permit.

(3) Written public notice of an Authority Meeting shall include, but need not be limited to:

(a) Posting a copy of the notice at the principal office of the Authority, or if no such office exists, at the building in which the meeting is to be held; or by publication of the notice in the Advocate no less than twenty-four (24) hours before the meeting.

(b) Mailing a copy of the notice to any member of the news media who requests notice of such meetings; any such member of the news media shall be given notice of all meetings in the same manner as is given to members of Authority Board, Advisory Board and/or committee.

## **Section 6. Voting**

a. **One Vote.** Each Commissioner, member of an Advisory Board or member of an Authority Committee ("**Representative Members**") attending an Authority Meeting shall have one vote on any measure as to which such member shall have the right to vote.

b. **Majority Vote Present at Authority Meetings.** All matters to be determined by the Representative Members, except those regulated by statute or specifically provided herein, shall be determined by a majority vote of the Representative Members present at their respective Authority Meeting.

c. **Majority Vote Board.** Notwithstanding the foregoing subsection (b), the following actions require the vote of majority of the total Commissioner members:

(1) Adoption and/or amendments of Bylaws and other rules and regulations for conduct of the Authority's business;

(2) Hiring or firing of any employee or contractor of the Authority. This function may by majority vote be delegated by the Board to a specified Officer or committee of the Authority, under such terms and conditions, and to the extent, that the Board may specify;

(3) The incurring of debt;

(4) Levy of taxes and call for any tax or other election;

(5) Adoption or amendment of the Budget;

(6) Sale, lease, encumbrance, or alienation of real property, improvements, or personal property with a value of more than Fifty Thousand (\$50,000) Dollars.

d. **Viva Voce.** The voting at all Authority Meetings may be viva voce but any Representative Member may demand a written ballot, whereupon such vote shall be taken by ballot, each of which shall state the name of the Representative Member.

**Section 7. Voting by Proxy.** Proxies are not allowed.

**Section 8. Minutes of Board Meetings.**

a. The Authority shall cause minutes and a record to be kept of all its Authority Meetings.

b. The minutes shall include but need not be limited to:

(1) The date, time, and place of the meeting;

(2) The members recorded as either present or absent;

(3) The substance of all matters decided, and, at the request of any member, a record, by individual member, of any votes taken;

(4) Any other information that the Board requests be included or reflected in the minutes.

c. The minutes shall be public records and shall be available within a reasonable time after each Authority Meeting, except where such disclosures would be inconsistent with the exceptions allowed for Executive Sessions

**Section 9. Public Records.** Except as provided in the Enabling Legislation, including, without limitation, as described in Section 5 a. (2) above, the Authority shall



be subject to state laws governing public records, including the provisions of Louisiana R.S. 44: 1.

**ARTICLE V**  
**PRESIDENT AND CHIEF EXECUTIVE OFFICER**

**Section 1.** **President and Chief Executive Officer.** The Board may employ a CEO who shall serve as the President and CEO of the Authority.

**Section 2.** **Term of Contract.** The Board shall be authorized to enter into an employment contract with the CEO for a term deemed appropriate by the Board.

**Section 3.** **Salary and Benefits.** The Board shall set the salary and provide benefits to the CEO.

**Section 4.** **Duties and Responsibilities.** Subject to limitations approved by the Board, the CEO shall:

a. have the active and executive management and supervision of the business and operations of the Company, subject, however, to the control of the Board and the Executive Committee;

b. employ and terminate all (hourly and salaried) members of the staff necessary to carry on the work of the Company in all of its operations;

c. train staff and motivate the employees of Company to perform at their highest levels;

d. oversee and/or monitor the operations of Company to insure that it is generating acceptable surpluses of revenues over operating expenses and cash flows and to insure that its image and objectives are being maintained;

e. keep the Company's books of account, financial records, documents and communications;

f. maintain an accurate record of all of the proceedings of all committees;

g. be responsible for the preparation of the Annual Program of Work for approval by the Board prior to the end of each calendar year;

h. be responsible for initial preparation of an annual operating budget for approval of the Board prior to the beginning of each fiscal year;

i. submit financial statements and written reports as requested by the Executive Committee;

- j. serve, with the Chairperson, as the chief spokesman of the Company;
- k. execute contracts on behalf of the Company in the ordinary course of business;
- l. create or execute the official correspondence of the Company;
- m. see that all orders and resolutions of the Board are carried into effect; and
- n. perform such other duties as the Company's bylaws provide or as the Board and/or the Company's Executive Committee may delegate from time to time.

**Section 5. Reporting.** The CEO shall report to the Chairperson and shall serve as an ex-officio, non voting member of all committees.

## **ARTICLE VI CHIEF FINANCIAL OFFICER**

**Section 1. Chief Financial Officer.** The Board may employ a CFO who shall serve as the chief financial officer of the Authority.

**Section 2. Term of Contract.** The Board shall be authorized to enter into an employment contract with the CFO for a term deemed appropriate by the Board.

**Section 3. Salary and Benefits.** The Board shall set the salary and provide benefits to the CFO.

**Section 4. Duties and Responsibilities.** Subject to limitations approved by the Board, the CEO shall:

- a. keep its books of account, financial records, documents and communications;
- b. support the CEO in the initial preparation of the Budget for approval to the Board;
- c. submit a financial statement of the year's work at the close of each fiscal year;
- d. have custody of the corporate funds and properties and shall keep full and accurate accounts of all receipts and disbursements in books or accounts and records belonging to the Authority;
- e. deposit all monies and funds of the Authority in the name of and to the credit of the Authority in a bank or banks duly organized under the laws of the State of

Louisiana or the United States of America and domiciled in the State of Louisiana or elsewhere that may be selected by the Board and designated as a depository or depositories for the Authority; and,

f. perform such other duties as these Bylaws provide or as the Board and/or Executive Committee may delegate from time to time.

**Section 5. Reporting.** The CFO shall report to the CEO and Chairperson and shall serve as an ex-officio, non voting member of all committees.

## **ARTICLE VII ELECTED OFFICERS**

**Section 1. Officers.** In addition to the CEO and CFO, if hired by the Authority, unless and until otherwise provided by resolution of the Board or by amendment to these Bylaws, the Elected Officers ("**Elected Officers**") shall be:

- a. Chairperson
- b. Vice-Chairperson of the Board ("**Vice-Chairperson**");
- c. Secretary; and
- d. Treasurer of the Board ("**Treasurer**").

The offices of Secretary and Treasurer may be combined if the Board so elects.

All Elected Officers, except the Immediate Past Chairperson, shall be elected by the Board from among the Commissioners at the time of their election.

**Section 2. Election of Officers.** The Elected Officers shall be elected by a majority vote of the Commissioners at a meeting of the Board.

**Section 3. Vacancies.** Whenever any vacancies shall occur in any of the offices, such office shall be filled by the Board, and any appointed Elected Officer so designated shall hold office for the remainder of the unexpired term of office.

**Section 4. Term.** The term of office of each of the Elected Officers shall be for a period of one (1) year commencing on January 1st, or until their successors have been duly elected and qualified.

**Section 5. Removal.** Any Elected Officer may be removed by the Board at any time.

**Section 6. Seating of Officers.** New Elected Officers shall take office at the close of the meeting at which they are elected.

**Section 7. Chairperson.** The Chairperson shall:

- a. be the senior Elected Officer of the Authority and preside at all meetings of the Board and the Executive Committee and perform all other duties incidental thereto;
- b. have such powers as are necessary to carry out the duties and responsibilities usually incident to the office and shall have other such duties and powers as may be assigned to the Chairperson;
- c. serve with the CEO as the chief spokesman of the Authority; and
- d. appoint all committees and committee Chairpersons and shall be an ex-officio member of all committees, with voice and vote.

**Section 8. Vice-Chairperson.** In the event of the absence, disability, or termination of service for any reason of the Chairperson, the Vice-Chairperson shall act in the Chairperson's stead with the same authority, duties, and responsibilities as the Chairperson and/or any may be assigned by the Board.

**Section 9. Secretary.** The Secretary shall attend all meetings of the Board and shall have custody of the corporate minutes and records. The Secretary shall cause the minutes of all Commissioners' meetings to be recorded in a book to be kept for that purpose. He shall give, or cause to be given, all notices provided in these Bylaws and shall perform such other and further duties as may be provided by the Board. When necessary, he shall sign, with the CEO, or Chairperson, contracts or other documents on behalf of the Authority.

**Section 10. Treasurer.** The Treasurer shall oversee the business and financial affairs of the Authority, and shall be responsible to the Board. The Treasurer must provide reports as the Board may require. The CEO, CFO and the Treasurer shall prepare a Budget for presentation to the Board at least thirty (30) days prior to the beginning of each fiscal year.

**Section 11. Bonding.** The Treasurer and all Officers and employees designated by the Board to handle money shall be bonded in such amount as the Board shall deem necessary and the cost thereof shall be paid by the Authority.

**Section 12. No Compensation.** The Elected Officers shall serve without compensation, but the Authority may reimburse such Elected Officers for necessary expenses incurred in the discharge of their duties if such reimbursement does not violate any law.

**Section 13. Delegation of Duties and Authority.** In the case of the absence of any Officer, or for any other reason that the Board may deem sufficient as to any

Officer, the Board may delegate, for the time being, the powers or duties, or any of them, of such Officer to any other Officers, or to any Commissioner.

## **ARTICLE VIII ADVISORY BOARDS**

**Section 1. Advisory Boards.** To aid and advise the Board and/or individual division of the Authority in the performance of its duties, the Board may establish such advisory boards ("**Advisory Boards**") as it considers necessary.

**Section 2. Term.** Each Advisory Board may be continuing or temporary.

**Section 3. Composition.** The Board shall determine the representation, membership, terms and organization of each Advisory Board and shall appoint its members.

**Section 4. Ex Officio Member.** The Chairperson shall be an ex-officio member of each Advisory Board.

**Section 5. Chairperson of Advisory Board.** The Chairperson of the Board or the CEO shall serve as chairperson of each Advisory Board.

**Section 6. Authorization.** The Advisory Boards shall have no authority to act in behalf or bind the Authority. They serve as citizen advisory boards in a purely advisory capacity.

**Section 7. Public Issues.** No member of an Advisory Board shall take or make public any formal action, or make public any resolution, or in any way commit the Authority on a question of policy.

**Section 8. No Compensation.** Members of each Advisory Board shall serve without compensation, but the Authority may reimburse such Advisory Board member for necessary expenses incurred in the discharge of the member's duties if such reimbursement does not violate any law.

**Section 9. Notice of Advisory Board Meetings.**

a. The Chairperson or CEO shall be responsible for providing required notice of Advisory Board meetings.

b. Committee meetings shall adhere to the requirements of Article IV Section 5 of these Bylaws.

**Section 10. Quorum.** The Advisory Board members present at a meeting shall constitute a quorum for an Advisory Board.

**Section 11. Minutes.** Minutes of committee meetings shall be taken as provided in Article IV Section 8 of these Bylaws.

## **ARTICLE IX** **COMMITTEES**

**Section 1. Standing Committees.** Unless and until amended, the standing committees shall consist of the following:

- a. Executive Committee;
- b. Audit Committee;

Each committee of the Board shall consist of a minimum of two (2) Commissioners and may have non-Commissioner members selected by the Chairperson; however, the majority of any committee shall be Commissioners.

**Section 2. Function and Objectives.** The Board shall establish the function and objectives of all committees. It shall be the function of each committee, within the limits of policy set by the Board, to make investigations, to conduct studies and hearings, to make recommendations to the Board concerning its assignments, and to carry on such activities as may be delegated to it by the Board.

**Section 3. Public Issues.** No individual or committee shall take or make public any formal action, or make public any resolution, or in any way commit the Authority on a question of policy without first receiving the approval of the Board or the Executive Committee.

**Section 4. Committee Members.** Members of all standing committees, other than the Executive Committee, shall be appointed by the Chairperson at the first meeting of the Board held on or after January 1 of each year. Members of all standing committees shall serve for a term of one (1) year or until their successors have been appointed. Vacancies occurring among the appointive members of any standing committee, however arising, shall be replaced by the appointment by the Chairperson for the remainder of the unexpired term.

**Section 5. Chairperson of Committee.** All committees shall be chaired by a Commissioner appointed by the Chairperson. Each committee may have a vice chairperson and a secretary. . It shall be the duty of the chairperson of each committee to call and to preside over the necessary meetings. The Chairperson shall serve as an ex-officio voting member of all committees.

**Section 6. Notice of Committee Meetings.**

- a. Written notice of the time and place for the meeting, accompanied by the agenda of items to be considered, shall be sent to each member of the

committee at least seven (7) days prior to the meeting, except in the case of emergency meetings which may be called by the Committee's chairperson at the chairperson's discretion subject to the Open Meetings Law.

b. Committee meetings shall adhere to the requirements of Article IV Section 5 of these Bylaws.

**Section 7. Quorum.** A majority of the Commissioners serving on any committee of the Board shall constitute a quorum for the transaction of business. Except for a meeting of the Executive Committee, when it is known that a quorum will not be present at a given meeting, the Chairperson of the committee or the CEO shall designate an elected member of the Board to serve at such meeting as a substitute member of the committee concerned for said meeting.

**Section 8. Voting.** Voting of a committee shall be subject to the provisions of Article IV Section 6 of these Bylaws.

**Section 9. Authority.** The authority of the committees of the Board shall be subject to these Bylaws and to the policies and direction of the Board.

**Section 10. Ratification.** Any and all acts of any and all committees must be ratified by the Board, except as otherwise provided in these Bylaws or as provided in the policies and direction of the Board.

**Section 11. Organization.** Whenever a report embodies recommendations for Board action, the chairperson of the committee shall cause to be prepared appropriate resolutions to accompany such report.

**Section 12. Minutes.** Minutes of committee meetings shall be taken as provided in Article IV Section 8 of these Bylaws.

**Section 13. Additional Committee.** As the necessity arises, the Board may, by resolution, create special committees with such functions, powers and authority as it may determine. Special committees shall be established for temporary periods.

## **ARTICLE X EXECUTIVE COMMITTEE**

**Section 1. Composition.** The Executive Committee shall consist of the following:

- a. Chairperson;
- b. Vice-Chairperson;
- c. Secretary;

- d. Treasurer; and
- e. CEO (non-voting); if hired.

**Section 2. Administration.** The Chairperson shall be the Chairperson of the Executive Committee, and the CEO shall be the Secretary of the Executive Committee.

**Section 3. Authority.** During the intervals between meetings of the Board, and subject to the limitations as may be imposed by the Enabling Legislation or these Bylaws, the Executive Committee shall have and may exercise all the authority of the Board in the management of the Authority, except that no action shall be taken which shall conflict with the expressed policies of the Board.

## **ARTICLE XI FISCAL AFFAIRS**

**Section 1. Fiscal Affairs.** An approved system of records adhering to Generally Accepted Accounting Principles shall be maintained by the Authority. The fiscal year of the Authority shall coincide with the fiscal year of LSU.

**Section 2. Authorization.** Upon the approval of the Budget, the CEO, CFO, Chairperson, Vice-Chairperson and/or the Treasurer shall be authorized to make disbursements for expenses provided for in the Budget. All other disbursements require Board approval.

**Section 3. Signature.** All disbursements shall be made by check, signed by any of the following Officers: CEO, CFO, Chairperson, Vice-Chairperson and/or Treasurer, and countersigned by staff personnel designated by the CEO and authorized by resolution of the Board and signed by the Secretary.

**Section 4. Management Of Corporate Funds.** All money received by the Authority shall be placed in a general operating fund in accordance with law, that the Board may, from time to time, establish separate funds and accounts for the deposit of funds, and that the Board may hire a fiscal agent bank or bank for the purpose of depositing and investing funds of the Authority.

## **ARTICLE XII INTEREST OF COMMISSIONERS OR EMPLOYEES**

**Section 1. Interests of Commissioners or Employees.** No Commissioner or employee of the Authority shall acquire any interest, direct or indirect, in



- a. any project of the Authority or in any property included or planned to be included in any development area;
- b. any contract or proposed contract with the Authority.

### **ARTICLE XIII NOTICE**

**Section 1. Written Notice.** Except as required by the Open Meeting Law, any of these Bylaws require or permit notice to be given to any Commissioner, Officer or member of an Advisory Board or committee, it shall not be construed to require personal notice, but any such notice may be given in writing by depositing the same in a post office or letter box in a prepaid, sealed wrapper, or by facsimile transmission by telephone ("**Fax**"), in either case addressed to such Commissioner, Officer or member of an Advisory Board or committee at such person's address as such address appears on the books of the Authority. The time when the notice shall have been so mailed or delivered by Fax shall be deemed the time of the giving of such notice.

**Section 2. E-Mail.** At the written direction of a Commissioner, Officer or member of an Advisory Board or committee, but in the sole discretion of the Authority, notice to such Commissioner, Officer or member of an Advisory Board or committee may be delivered by electronic means, including without limitation electronic mail ("**E-mail**"). The time when the notice shall have been so sent by E-mail shall be deemed the time of the giving of such notice.

**Section 3. Waivers.** Except as required by the Open Meetings Law, any Commissioner, member of an Advisory Board or committee may waive, in writing or by Fax or E-mail, any notice required or permitted to be given under any provisions of any statute or of these Bylaws, either before, at, or after the meeting or other event of which notice is so provided. All Commissioners, Officers or members of an Advisory Board or committee present at any meeting shall be deemed to have waived any and all notice thereof.

### **ARTICLE XIV SEAL**

**Section 1. Seal.** The Authority may use a seal of such design as may be adopted by the Board.

**Section 2. Custodian.** The Chairperson shall be the custodian of the seal.

**Section 3. Necessity of Seal.** The failure to affix the seal of the Authority to any document or instrument shall not affect the validity of such document or instrument whatsoever.

**ARTICLE XV**  
**REPEAL AND AMENDMENT**

**Section 1. Repeal and Amendment.** These Bylaws may be altered or amended or repealed by the affirmative vote of at least three (3) Commissioners at any regular meeting or at any special meeting of the Board called for that purpose.

**ARTICLE XVI**  
**PARLIAMENTARY PROCEDURE**

**Section 1. Parliamentary Procedure.** When not in conflict with any of the provisions of these Bylaws, the proceedings of the Authority meetings shall be governed by and conducted according to the latest edition of *Robert's Rules of Order*.

**ARTICLE XVII**  
**INDEMNIFICATION**

**Section 1. Indemnification.** The Authority shall indemnify and hold harmless any person who was or is party or is threatened to be made party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Authority) by reason of the fact that the person is or was a Commissioner or an Officer (collectively "Protected Group") against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Authority, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that their conduct was unlawful; provided that in case of actions by or in this right of the Authority, the indemnity shall be limited to expense (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Authority unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnity for such expense which the court shall deem proper.

The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interest of the Authority, and, with respect to any criminal action or proceeding, had reasonable cause that their conduct was unlawful.

To the extent that a member of the Protected Group has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by them in connection therewith.

This indemnification (unless ordered by the court) shall be made by the Authority only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made by (a) the Board by a majority vote of a quorum consisting of Commissioners who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or a quorum of disinterested Commissioners so directs, by independent legal counsel.

The expenses incurred in defending such an action, suit or proceeding shall be paid by the Authority in advance of the final disposition thereof if authorized by the Board in the manner provided above, upon receipt of an undertaking by or on behalf of the member of the Protected Group to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Authority as authorized hereunder.

The foregoing indemnification shall not be exclusive of other rights to which any member of the Protected Group may be entitled as a matter of law, and shall inure to the benefit of any member of the Protected Group's heirs and legal representatives.

The Authority may procure insurance on behalf of any member of the Protected Group against any liability asserted against or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Authority would have the power to indemnify the person against such liability under the laws of the State of Louisiana.

## **ARTICLE XVIII** **DISSOLUTION**

**Section 1. Procedure.** The Authority shall use its funds only to accomplish the Mission, and no part of the funds shall inure, or be distributed to any Commissioner, Officer, Member or other person. On dissolution of the Authority, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRC 501(c)(3) as authorized by Enabling Legislation.

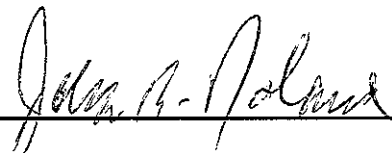
## **ARTICLE XIX** **MISCELLANEOUS PROVISIONS**

**Section 1. General Laws.** Any matters not heretofore covered by these Bylaws shall be governed by the provisions of the laws of the State of Louisiana.

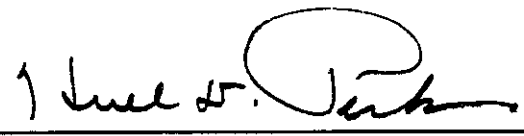
**Section 2. Severability.** The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity or enforceability of the remainder of these Bylaws.

**Section 3. Waiver.** No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce same, irrespective of the number of violations or breaches thereof which may occur.

I certify that these Amended and Restated Bylaws were unanimously approved by the Board of Commissioners of the Authority on the 10<sup>th</sup> day of Oct., 2008.

  
\_\_\_\_\_  
Chairperson of the Board

ATTEST:

  
\_\_\_\_\_  
Secretary of the Board