

**BY-LAWS OF THE ST. TAMMANY LEVEE, DRAINAGE
AND CONSERVATION DISTRICT**

PREAMBLE

The St. Tammany Levee, Drainage and Conservation District (hereinafter “STLDCD”) is a regional flood protection authority established as a political subdivision and levee district pursuant to Act 303 of the Regular Session of the Louisiana Legislature for 2014.

The Board of Commissioners (hereinafter “Board”) is created and receives its present authority pursuant to said Act 303, effective on or after May 28, 2014.

The Board is mandated by law to adopt bylaws, rules and regulations for the management of its affairs, operation and governance of the flood protection authority, and for the carrying into effect and perfecting of a comprehensive levee drainage and conservation system as well as coastal restoration and flood protection having as its object the protection of the entire territory of the STLDCD as defined by La. R.S. 49:214.24.

**ARTICLE I
DEFINITIONS**

For the purpose of these Bylaws, the following terms have the meaning ascribed to them by this Article, except where the context clearly indicates otherwise:

(1) “Board of Commissioners” or “Board” means the group of board members appointed to exercise authority over and have management, oversight, and control over the territories of the STLDCD.

(2) “Board member” means a person appointed by the Governor of the State of Louisiana to serve as a member of the STLDCD.

(3) “Business day” means a calendar day which is not a Saturday, Sunday or statutory holiday or half-holiday under La. R.S. 1:55.

(4) STLDCD means that regional flood protection authority established as a political subdivision of the State and levee district which includes the territories, lands and all property thereon situated, not exempt from taxation, as provided by law and more fully described and defined by La. R.S. 49:214.24.

**ARTICLE II
COMPOSITION, OFFICAL DOMICILE, LOGO AND SEAL**

§1. Composition

STLDCD is created and composed of the Board of Commissioners and its officers and staff.

§2. Official Domicile

The domicile of STLDCD shall be 21490 Koop Drive, Building A in Mandeville, Louisiana or at such other place in the territorial jurisdiction of STLDCD, as the Board may designate by Resolution from time to time.

§3. Offices

The Board may also maintain branch offices within its territorial jurisdiction.

§4. Logo and Seal

The Board 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 Board. Failure to affix the seal shall not, however, affect the validity of any instrument.

**ARTICLE III
BOARD OF COMMISSIONERS**

§1. Authority

The Board is the governing body of the Authority and shall exercise all authority over and have management, oversight, and control of the territories of STLDCD.

§2. Jurisdiction

The Board’s jurisdiction is all of the lands and all property thereon situated, as more particularly described in Article 3, Section 1 above and in La. R.S. 49:214.24.

§3. Number of Board Members

The number of Board members is fixed by law at nine (9).

§4. Qualifications and Appointment of Board Members

The qualifications to serve as a board member are fixed by law. Board members are appointed by the governor from nominations submitted by the nominating committee and serve as provided by law. They are subject to confirmation by the Senate.

§5. Terms of Office

(a) All board members hereafter appointed, unless appointed to fill an unexpired term, shall be appointed for terms of four (4) years concurrent with the Governor’s term of office.

(b) Commissioners shall serve concurrently with the governor and shall serve at the pleasure of the governor.

(c) Commissioners shall be subject to term limitations as provided in La. R.S. 42:3.2, except that a person who is appointed to fill more than one-half of an unexpired term may serve consecutively no more than three terms in addition to such partial term.

(d) Notwithstanding any provisions of law to the contrary, no commissioner whose term is expired shall be allowed to continue to serve or to vote.

- (e) Terms begin and end corresponding to the date the governor takes office.

§6. Removal

The governor or nominating entity, independently, may remove a commissioner for neglect of his duties, which shall include a violation of state law or public policy of the state.

§7. Powers and Duties of the Board

The Board is charged with the responsibility of managing the business of the STLDCD and shall have the powers and duties as provided by applicable law including Act 303. The mandatory powers and duties of the Board include, but are not limited to, the following:

- (1) Adopt bylaws for management and regulation of its affairs;
- (2) Devise and adopt rules and regulations for the carrying into effect and perfecting of a comprehensive levee drainage and conservation system as well as coastal restoration and flood protection having as its object the protection of the entire territory of the STLDCD as defined by La. R.S. 49:214.24;
- (3) Keep a record of all its proceedings;
- (4) Examine all of the accounts and operations of the Board and determine in what manner work shall be undertaken;
- (5) Control of all public levees of the Authority;
- (6) Attend once during his or her term of office an approved educational training program;
- (7) Care for and inspect levees within the territorial jurisdiction of the STLDCD;
- (8) Manage all obligations and business of the STLDCD;
- (9) Administer the proceeds of all taxes collected on all property taxes leveed and collected within this district in St. Tammany Parish as defined by Act 303 and any other

revenues from operations of the levee district for the purposes of constructing and maintaining levees, drainage, flood protection, hurricane flood protection, coastal restoration and for all other purposes incidental thereto, except as provided by law;

(10) Use and expend the proceeds of taxes and revenues received by the STLDCD only for a purpose of the STLDCD;

(11) Establish and maintain separate accounts in the name of the STLDCD to deposit taxes levied and collected; commingling of funds in such accounts is prohibited; and

(12) Assure that an annual audit is conducted of all funds under the control of this commission.

§8. Remuneration to Board Members

A. Board members shall receive no compensation other than per diem, mileage, and travel reimbursement except, as provided in Subsections B, C, and D of this Section.

B. Per Diem and Expense Reimbursement: Board members shall in accordance with La. R.S. 38:308, receive a per diem equal to the rate allowable for per diem deduction under the referenced La. Revised Statute for their attendance at regular, special and committee meetings, not to exceed thirty-six meetings per year. Unless in conflict with applicable state travel regulations, reimbursable travel expenses shall include:

(1) Regular, special and committee meetings of the STLDCD;

(2) Meetings with federal, state or local elected or appointed officials;

(3) Meetings with employees of levee districts within the jurisdiction of the STLDCD;

(4) Meetings with legal counsel regarding legal matters related to assets and liabilities of the STLDCD or related to the operations of the STLDCD;

(5) Conducting STLDCD business at the domicile or branch office of the STLDCD;

(6) Attending educational seminars and conferences upon approval of the chairman; and

(7) Attending meetings with other levee boards or districts.

(8) Attend emergency meetings.

C. Expense reports shall be submitted to the Treasurer or his designee detailing expenses incurred, including receipts for other travel expenses and purpose of the incurred expenses within fifteen (15) days from the end of the month in which the expense was incurred.

D. Specific authorization for payment of mileage and travel expenses for STLDCD business activities not listed above shall be required and may be made retroactively under appropriate circumstances in accordance with applicable regulations.

§9. Meetings

A. Types of Meetings:

(1) Regular Meetings:

(a) The board shall hold its regular monthly meeting on the third Wednesday of every month at such time and place as designated by the Board'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 Board.

(b) The Board shall give public notice of its schedule of regular meetings including time, date, and place at the beginning of the calendar year in accordance with the applicable public meeting notice laws and regulations. To the extent feasible, the regular

meetings of the Board shall be convened on a Wednesday at the Parish's offices in Slidell beginning in January and alternating between the Parish offices in Slidell and Mandeville thereafter.

(2) Special Meetings:

(a) Special meetings may be convened at any time upon the call of the Chairman or Secretary, or upon written request by three Board members. The special meeting shall be convened at the time and place contained in said written request.

(b) Public notice of the time, place, specific purposes 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, there is not sufficient time to give written notice of a special meeting to board members, the Chairman may authorize the Secretary to verbally notify board members, by phone or in person, of the time, place, specific purpose and agenda of the special meeting. Only matters pertaining to that specific purpose and agenda shall be discussed or acted upon at that special meeting. Such verbal notice, when authorized, shall be given personally by the Secretary to each board 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 Commissioner was notified. When verbal notice is authorized, the Secretary shall make a good faith effort to notify each board member; however, the inability of the Secretary to so notify all Commissioners shall not invalidate the call of the special meeting. Notice shall be deemed to have been given to, or waived by, any Commissioner present at any such meeting.

(d) Except as otherwise provided herein, all of the provisions pertaining to regular meetings shall apply to special meetings.

(3) Emergency Meetings

(a) The Board may hold meetings in cases of emergency. Cases of emergency shall be limited to natural disaster, threat of epidemics, civil disturbances, suppression of insurrections, the repelling of invasions, or other matters of similar magnitude.

(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 Board member.

(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 the Commissioner shall note the date, time and manner in which the Commissioner was notified and keep a record of same. The Commissioner 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 circumstances permit by the person calling the emergency meeting.

(e) As soon as practicable, the person calling an emergency meeting shall notify the Secretary as to the date, time and place any emergency meeting was held, the purpose of the meeting, the names of the members present, the matters brought before the Board at the meeting and the vote of each member as to each such matter. The Secretary shall reduce this information to writing and provide the Commissioners with a copy of same. One copy signed by the Chairman present at the emergency meeting shall be inserted by the Secretary in the minute book.

(f) Only matters which directly relate to the emergency condition which gave rise to the call of the meeting may be properly brought before the Board 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 Board or Committees thereof shall be conducted in conformity with the Louisiana Open Meetings Law, and every meeting shall be open to the public unless closed pursuant to the executive session guidelines.

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.

C. Agenda

All requests that an item be placed on the regular agenda shall be made by a Board member or Director, if any. Any of them desiring that a matter be placed on the agenda shall advise the Board secretary no later than seven (7) business days prior to the regular meeting; and the Board secretary 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 Board member via U.S. or electronic mail 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 board member who is present at any meeting.

§10 Quorum

The presence in person of a majority of the Board members shall constitute a quorum to do business. A board meeting called on due notice may be organized for the transaction of

business whenever a quorum is present. When a quorum is present at any meeting, a favorable vote of a majority of the total voting membership of the Board present shall be required to take action, except as provided herein.

A decision to convene into executive session requires a vote of two-thirds (2/3) of the voting membership present.

§11 Minutes

The Secretary or his designee shall prepare and keep minutes of all board Meetings. The minutes shall be kept at the Board's official domicile in accordance with state law and these bylaws. The minutes shall indicate the date, time and place the meeting was convened, the Board members recorded as either present or absent, the nature of any discussions, and the substance of all decisions rendered. Any member may require that a record be made of any votes taken.

§12 Voting

All board members shall be voting members.

All votes by board 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.

§13 Parliamentary Authority

1. Roberts' Rules of Order Newly Revised shall be the parliamentary authority for all matters or procedure of this board not otherwise covered by these bylaws.

2. After the business noted on the agenda or on the call of the meeting has been disposed of by the board, a commissioner may have the board consider such matters as may be properly brought before it, provided that all or 2/3 of the voting members present so agree.

ARTICLE IV OFFICERS

§1. Officers and Elections

Officers of the Board are designated as Chairman, Vice Chairman, Secretary, and Treasurer and shall be elected from among its members at the regularly scheduled meeting. Officers shall assume their duties January 1st.

§2. Removal of Officers

Officers shall be elected to serve one (1) year terms. An elected officer may only be removed from office prior to the expiration of his elected term by a two-thirds (2/3) vote of the Commissioners voting in favor of said removal at a regularly scheduled meeting of the Board. Officers shall be removed only for good cause.

If a vacancy occurs among the officers of the board, because of resignation, death, removal or disqualification, an election to fill the vacant office shall be held at a regular meeting within sixty (60) days from the date of the vacancy.

An officer of the Board whose term as a Commissioner expired shall not be allowed to continue to serve or to vote in that capacity.

§3 Duties of the Chairman

1. The Chairman shall perform such duties as are usually incumbent upon such officer. The powers and duties of the Chairman are as follows:

(a) The Chairman shall, on behalf of the Board, with approval of the Board, let out all contracts for work and make and execute written instruments, draw warrants on the State Treasurer in settlement of such debts as the Board may order to be paid.

(b) To preside as Chairman at all meetings of the Board, with the right to vote on any matter before the Board.

(c) To assure that state laws pertaining to the purposes and functions of the STLDCD and the resolutions and ordinances of the Board are faithfully observed and executed.

(d) To call special and emergency meetings of the Board; to act for the Board in emergency matters, but only on such matters as have been granted to him by resolution of the Board.

(e) To appoint members and designate a chairperson for each standing committee;

(f) To act as hiring authority for all employees of the STLDCD, subject to confirmation of the Board;

(g) To have all other executive powers necessary and proper to a Chairman of a Flood Protection Agency.

(h) To serve as ex officio member of all Committees; and

(I) The Chairman shall, on behalf of the Secretary, attest to any official document of the Board with his/her signature and, when required, with the impress of the board's official seal in the absence of the Secretary when such document is needed for an immediate purpose.

2. By a vote of two-thirds (2/3) of the total voting membership of the Board, any decision, action or policy made by the Chairman can be modified or annulled, provided however, that contractual obligations shall not be affected thereby.

§4. Duties of the Vice Chairman

The Vice Chairman shall perform such duties as are usually incumbent upon such officer.

The powers and duties of the Vice Chairman are:

(1) To perform the duties and exercise the powers of the Chairman in the absence of or his inability or failure to act of the Chairman;

(2) To perform such additional duties as directed by the Chairman or the Board.

§5. Duties of the Secretary

The Secretary shall perform such duties as are usually incumbent upon such officer. The powers and duties of the Secretary are:

(1) To attest any official document of the board with his/her signature and, when required, with the impress of the board's official seal.

(2) To give, or cause to be given, notice of all meetings of the Board and Committees, and all other notices required by law or these bylaws.

(3) To record, or cause to be recorded, all the proceedings of the meeting of the Board and its Committees, and shall publish in the Board's Official Journal, the proceedings of all regular, special and emergency meetings of the Board, and shall perform such other duties as are usually incumbent upon a secretary.

(4) To call the Board together to fill the office of Chairman in case of vacancy.

(5) To perform such additional duties as directed by the Chairman or the Board from time to time.

(6) To perform the duties usually incumbent upon a Treasurer if there is a vacancy in the office of the Treasurer.

§6. Duties of the Treasurer

The Treasurer shall perform such duties as are usually incumbent upon such officer. The powers and duties of the Treasurer are:

(1) To keep accurate and regular books of accounts of the transactions and financial condition of the Authority.

(2) To supervise the preparation of the annual operating and capital budgets of the STLDCD;

(3) To serve as Chairperson of the Board's Financial Committee;

(4) To perform such additional duties as may be directed by the Chairman from time to time; and

(5) To cause an independent annual audit of this commission's financial records in accordance with Section VII, Section 4 of these bylaws.

ARTICLE V COMMITTEES

§1. COMPOSITION OF COMMITTEES

The following are Standing Committees of the Board:

1. Executive Committee

This committee shall be composed of the Chairman, Vice Chairman, Secretary and Treasurer of the Board and shall operate under the direction of the Chairman for any purpose, in accordance with any applicable law and these bylaws.

2. Finance Committee

This committee shall oversee all matters concerning the budgetary and fiscal matters of the STLDCD and shall advise and make recommendations to the Board when such matters are presented.

3. Legal Committee

This committee shall oversee all matters of a legal nature concerning the STLDCD, including preparation of and revisions to the Board's governing documents, and shall advise and make recommendations to the Board when such matters are presented.

4. Routine and Emergency Operations Committee

This committee shall be responsible for the development and revision of the routine and emergency operating procedures for the STLDCD within its territorial jurisdiction, as well as the implementation of said procedures and evaluating the performance of same.

5. Planning and Projects Committee

Upon request, this committee shall review and comment on any projects contemplated to be undertaken by this commission and further when required to do so, shall render specific reports to the commission.

6. Community Outreach Committee

This committee shall serve to facilitate input from the citizens of St. Tammany Parish and to report such comments and information to the commission in a timely fashion.

7. Committee Procedures

A. The members of all Committees shall perform such duties and functions as the Chairman of the Board shall determine. Each Committee shall be composed of no more than four (4) Board members and such other persons as the Chairman may deem beneficial. A Board member who is not a member of the Committee may attend the Committee's meeting, but he may not vote nor participate as required by La. R.S. 42:4.0, et seq. In deference to committee members' schedules and when possible, the chairman of any such committee is encouraged to coordinate such meetings with the regular meetings of this district.

B. The Chairman may 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.

§2. MINUTES OF COMMITTEE MEETINGS

All Committees shall keep minutes of their meetings and shall report their recommendations to the Board in writing. Said minutes shall be kept at the Board's official domicile and shall indicate the date, time and place the meeting was convened, the Board members recorded as either present or absent, the nature of any discussions, and the substance of all decisions rendered.

§3. PROCEDURE

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

The purpose of committees is to act in an advisory capacity to the Board and its Chairman and to make such recommendations as it deems appropriate in those area for which the Committee is organized. Unless expressly authorized by a resolution of the Board, a Committee shall have no power to act on its own authority. The Chairman of the committee shall report its recommendations to the Board in writing, which may or may not adopt or act on such recommendations.

No recommendation or action of any Committee shall be binding upon the Board until such action is approved at a regular meeting of the Board, provided, however, that nothing therein shall prohibit the Board from giving advance authority to a Committee to act on routine matters.

§4. NOTICE

A committee shall give twenty four (24) hour notice of its regular and special meetings.

§5. REMOVAL

Any committee member may be removed by a majority of the entire Board. Any vacancies occurring in any Committee shall be filled by the Chairman.

§6. QUORUM

For any committee comprised of three or four members, two members shall constitute a quorum. Any committee comprising of less than three members shall require total presence to constitute a quorum. All committee members may vote to make a recommendation to the Board.

**ARTICLE VI
EMPLOYEES**

The Authority may employ such employees as it deems necessary for proper functioning of the Authority, may employ such employees as it deems necessary for proper functioning of the Authority and/or the levee districts within its jurisdiction, according to law.

§1. ADMINISTRATIVE ASSISTANT TO THE BOARD

The Board may hire an administrative assistant to assist the Board in the execution of its duties and with any clerical or administrative tasks and duties as are usually incumbent upon a person in such a position.

At the direction of the Secretary, the administrative assistant shall: (1) maintain at the principal office, minutes of all meetings of the Board, including the time and place of the meetings, the names of those present, and the proceedings thereof; (2) keep a membership register showing the names and addresses of the Commissioners; (3) give notice of the meetings of the Board; (4) assist in preparation of minutes, resolutions, and any other matters related to duties of Secretary to the Board; (5) poll Commissioners prior to each regular meeting to

establish that a quorum will be present; and (6) keep a list showing the names and address of the members of the Committees of the Board.

§2. COUNSEL TO AUTHORITY

1. The state attorney general and his assistants shall advise and provide counsel to the board in any and all matters when called upon to do so.

2. The Board may hire one or more attorneys to represent it and offer advice and assistance of a legal nature.

§3. ENGINEERS

The Board may hire one or more engineers as it deems appropriate and set the salary or compensation of each.

§4. EXECUTIVE DIRECTOR

The Board may appoint an Executive Director, who shall be an employee of the Board, serve at the pleasure of the Board, subject to the terms of any valid employment contract approved by the Board, and shall be responsible to the Board for the day to day operation and maintenance of the structures and facilities under the jurisdiction of the St. Tammany Levee, Drainage and Conservation District. The Executive Director's activities shall be directed by the Board, and the Executive Director shall have supervisory authority over all operations and maintenance, including personnel.

**ARTICLE VII
ADMINISTRATION**

§1. FISCAL YEAR

The Board's fiscal year shall be from January 1 to December 31.

§2. OFFICIAL JOURNAL

The Official Journal of the Board shall correspond to that of the St. Tammany Parish Counsel.

§3. DISBURSEMENT OF FUNDS

1. All authority obligations, including any annual charges thereof, regardless of amount must be paid by check or electronic transfer. General disbursement checks shall be signed by any two members of the Executive Committee or those designated by Board solution.

2. The Board may, by resolution, authorize other officials or employees of the Board to sign and countersign checks, or use facsimile stamps of the Chairman, to be used in case of emergency, with one original signature and one facsimile stamp.

3. The Finance Committee shall review the annual operating and capital budgets of the STLDCD under its jurisdiction and make recommendations to the Board. The Finance Committee shall review any necessary adjustments to the annual operating and capital budgets of the STLDCD.

§4. AUDITOR

The Auditor of the Board shall be the Legislative Auditor, a Certified Public Accountant or a firm of Certified Public Accountants approved by the Board as per La. R.S. 38:322. The Legislative Auditor shall conduct an annual audit pursuant to La. R.S. 24:516(A).

§5. INVENTORY OF ASSETS

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

**ARTICLE VIII
OPERATIONS AND MAINTENANCE MANUAL**

The Board may adopt an Operations and Maintenance Manual that includes, at a minimum, the procedures for inspection and maintenance of all equipment, other assets and structures within the territory and jurisdiction of the Authority that may relate to flood control.

**ARTICLE IX
POLICY AND PROCEDURES MANUAL**

The Board may adopt a Policy and Procedures Manual that includes, at a minimum, an (1) organizational structure of the Authority and subject levee districts; (2) procurement, contracting and competitive selection process; and/or RFQ's for Professionals (3) Board approved Disadvantages Business Enterprises (DBE) guidelines.

**ARTICLE X
AMENDMENT OF BYLAWS**

1. These bylaws may be altered or amended at any regular meeting of the Board by a vote of two-thirds (2/3) of the total voting membership of the Board.

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

**ARTICLE XI
EFFECTIVE DATE OF BYLAWS**

1. These bylaws shall become effective upon adoption by the Board.

2. In the event that any provision of these bylaws is contrary to law, such provision shall be 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.

ADOPTED:

RYKERT O. TOLEDANO, JR.

DATE:

LOUIS A. SANDOZ, III

DATE: