
**BYLAWS
OF
THE LAFAYETTE PARISH BAYOU VERMILION DISTRICT BOARD
OF COMMISSIONERS**

ARTICLE I

Name

The name of this organization shall be the Lafayette Parish Bayou Vermilion District. The governing authority of the District shall be known as the BOARD OF COMMISSIONERS.

ARTICLE II

Purpose

The purpose of this District and this Board is to improve the water quality and the aesthetics of the Bayou Vermilion within the Parish of Lafayette in an effort to promote the bayou as a recreational and cultural assets: to create and control a new type of viable economic development adjacent to Bayou Vermilion so as to provide a diversified economic base for the City and Parish of Lafayette; and to do any and all other acts which would enhance the general condition of Bayou Vermilion.

ARTICLE III

Duration

The duration of this organization shall be in perpetuity.

ARTICLE IV

Offices

The domicile and principal office shall be located at:

Vermilionville
340 Fisher Road
Lafayette, LA 70508
P.O. Box 53935
Lafayette, LA 70535-3935

ARTICLE V

Qualifications of Members

- A. The Board of Commissioners shall be composed of nine (9) members.
- B. Each member of the Board of Commissioners shall be a citizen of the United States.
- C. Each member of the Board of Commissioners shall reside within the limits of the District during his term in service

ARTICLE VI
Appointment of Members

- A. Two (2) members shall be appointed by the chief executive officers of the incorporated municipalities of Lafayette Parish other than the City of Lafayette.
- B. Two (2) members shall be appointed by the President of Lafayette City-Parish Council.
- C. Five (5) members, one of whom shall be a black citizen, shall be appointed by the Lafayette City-Parish Council.

ARTICLE VII
Length of Terms

- A. The initial appointees of the chief executive officers of the incorporated municipalities of Lafayette Parish other than the City of Lafayette shall draw lots to determine their terms of office, which shall be two (2) and three (3) years, respectively.
- B. The initial appointee of the chief executive officer of the City of Lafayette shall serve a term of four (4) years.
- C. The initial appointees of the governing authority of the City of Lafayette shall draw lots to determine their terms of office, which shall be two (2), three (3) and four (4) years, respectively.
- D. The initial appointee of the chief executive officer of Lafayette Parish shall serve a term of four (4) years.
- E. The initial appointees of the governing authority of Lafayette Parish shall draw lots to determine their terms of office, which shall be two (2) and three (3) years, respectively.
- F. Commissioners thereafter appointed at the expiration of the respective terms of the initial appointees shall be appointed in the manner of the original appointment, and shall serve for terms of four (4) years. No commissioners, however, may serve more than two (2) consecutive terms.

ARTICLE VIII
Vacancies

Upon the occurrence of a vacancy on the Board, the President of the Board shall notify by writing the respective governing authority of chief executive officer who appointed the vacating Commissioner, and request the filling of the vacancy.

ARTICLE IX
Membership Attendance Requirements

- A. Members of the Board shall attend a minimum of two-thirds (2/3) of all regular monthly meetings within each fiscal year.
- B. Members shall attend a minimum of one-half (1/2) of all called special meetings within each fiscal year. The provisions of this section shall not apply until the occurrence of six (6) called special meetings within a fiscal year.

- C. Written notification by certified mail shall be sent by the President of the Board to each member when his absences total one (1) short of the allowed absences from regular monthly meetings.
- D. Written notification by certified mail shall be sent by the President of the Board to each member when his absences fall within one (1) meeting of one-half (1/2) of the called special meeting.
- E. Upon the occurrence of a violation of the Board's attendance requirements, the President shall certify such violation in writing to the governing authority of Lafayette Parish with a recommendation that the member be removed.

ARTICLE X
Removals

- A. For good cause and on charges referred against him in writing, the Board shall recommend to the governing authority of Lafayette Parish that a member be removed. Such recommendation shall not be made except after opportunity for hearing before the Board has been afforded the member and two-thirds (2/3) of the members of the Board have thereafter voted to so recommend. This paragraph is not applicable to removal for attendance violations, as reasons for absences shall not be considered by the Board.
- B. Any Commissioner may be removed by a two-thirds (2/3) vote of the membership of the governing authority of Lafayette Parish, but only for cause and on charges referred against him in writing, and after public hearing and proof of the sufficiency of such charges. However, any Commissioner so removed shall have the right to test in the courts the sufficiency of the charges and of the evidence tendered in support thereof.

ARTICLE XI
Officers

- A. The officers of this Board shall be a President, a Vice-President, and a Secretary.
- B. Officers shall be elected from Board members, at the Board's regular meeting in the month of November and will take office in January.
- C. Officers shall hold office for a term of one (1) year.
- D. No officer shall succeed himself in that office more than once.
- E. The powers and duties of the officers shall be as follows:

1. PRESIDENT

The President shall be the chief executive officer of the Board of Commissioners, shall preside at the meeting of the Board and shall be a member ex-officio of all committees. The president shall create committees as are deemed necessary and shall assign their duties. He shall be responsible for the preparation and presentation annually to the Governing authority of Lafayette Parish of a report of the past fiscal year. He shall perform such other duties as outlined elsewhere in these bylaws or as necessary for the governances of the District.

2. VICE-PRESIDENT

The Vice-President shall assist the President, shall assume the duties of the President in his absence, and shall perform such other duties as the President or the Board may prescribe.

3. SECRETARY

The Secretary shall record or cause to be recorded in the minutes of the Board all votes of all proceedings, in a book to be kept for that purpose. He shall give or cause to be given notices, etc., and shall perform or cause to be performed such other duties as may be prescribed by the President of the Board. He shall keep or cause to be kept in safe custody, the official seal of the District, and when authorized by the Board, affix or cause to be affixed the seal to any instrument requiring it, and when so affixed, it shall be attested to by his signature.

- F. In the event of a vacancy in the office of President, the Secretary, as soon as practicable, shall call the Board together to fill the vacancy. A vacancy in any other office shall be filled by the Board at a meeting called by the President.

ARTICLE XII

Meetings

- A. There shall be one (1) regular meeting of the Board each month, held on the fourth Wednesday of the month, at 4:30 P.M., at the District's principal office.
- B. Should the fourth Wednesday of any month be a holiday, the regular meeting shall be postponed to the following Wednesday, or the first Wednesday following that is not a holiday.
- C. The President may issue in writing a call for a special meeting of the Board. The call shall issue in writing at least three (3) days prior to the selected meeting date.
- D. Any four members of the Board, by written notice issued at least three (3) days prior to the selected meeting date, may call a special meeting of the Board.
- E. A quorum necessary for the Board to conduct business shall consist of the presence at any meeting of at least a majority of the members of the Board.
- F. All ordinances of the Board shall require for passage the favorable vote of at least a majority of the members of the Board and shall have the force of law. Motions or resolutions may also be adopted by the Board for transaction of its business where an ordinance is not required. All motions and resolutions shall require for passage the favorable vote of at least a majority of the Commissioners present at the meeting.
- G. The Board shall conduct its meeting in an open and public manner, and shall abide by the provisions of Louisiana Revised statutes 42:4.1 through 42:12, as amended. In accordance with said laws, the Board may hold executive sessions.

ARTICLE XIII

Fiscal Policies

- A. The fiscal year of the District which commenced on October 1, 1986, will be a fifteen months fiscal year ending December 31, 1987. Thereafter, the fiscal year of the District shall run from January 1 of each calendar year to December 31 of the same year.

- B. The Board shall make an annual report to the governing authority of Lafayette Parish showing all receipts and disbursements of the Board and the general condition of the District and its buildings, structures, facilities, and other property, including such recommendations for the development and welfare of the District and its management as may seem advisable. The book, accounts, and records of the District shall be kept in accordance with sound accounting practices. No later than six (6) months after the close of each fiscal year, the Board shall conduct or cause to be conducted an audit of the District's books, accounts, and records in accordance with Louisiana Revised Statute 24:513, as amended, and shall furnish a copy of the report thereon to the governing authority of Lafayette Parish. The audit shall be conducted by a certified public accountant of the Louisiana Legislative Auditor.
- C. 1. All officers of the Board shall have signatory authority on and for all accounts of the Board and District.
2. Any expenditure of funds from the Vermilionville Enterprise Fund shall require the signature of two (2) officers or the signature of one (1) officer and the BVD Chief Executive Officer; all other expenditures shall require the signature of one (1) officer and the BVD Chief Executive Officer.
3. Funds of the Board and District shall be kept in financial institutions within Lafayette Parish.

ARTICLE XIV Indemnification

- A. Any commissioner or employee of the District shall be indemnified and held harmless by the District from any obligation, levy, judgment (whether by settlement or otherwise), expense, attorney fee, fine or other liability actually and reasonably incurred by him in connection with his official duties if (1) he acted in good faith; (2) he acted in a manner he reasonably believed to be in or not opposed to the best interests of the District and Commission; and (3) he had not probable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere shall not, in itself, create a presumption that the Commissioner or employee acted so as to lose the right of indemnification.
- B The indemnification provided for in this article, unless otherwise ordered by a court having jurisdiction, shall be authorized by the Board in a specific case only upon a determination by the Board that the required standard of conduct has been met. A determination to indemnify shall require the favorable vote of at least two-thirds (2/3) of the members of the Board who were or are not parties to such action, suit or proceeding, provided at least a quorum of the members is not obtainable for such determination; the qualified Commissioner shall be augmented by the Board's appointment of legal counsel empowered to vote on the question until the number so voting shall constitute a quorum.
- C. The expense and attorney fees incurred by a Commissioner or employee in defending any such action, suit or proceeding shall be paid by the Board in advance of the final disposition of such action, suit or proceeding, as the expenses and fees accrue, until such time as a determination is made that no indemnification is due.

D The indemnification provided hereunder shall not be exclusive of any other rights to which the indemnitee may be entitled, and shall continue after the person has ceased to be a Commissioner or employee. This indemnification shall inure to the benefit of the Commissioner's or employee's heirs and legal representatives. No payment shall be made, however, in excess of the total obligation, levy, judgment (whether by settlement or otherwise), expense, attorney fees, fine or other liability remaining to the Commissioner or employee after all recourse by him has been had, and any payment in excess of such total after recourse shall be due, owed and repaid to the District by said Commissioner or employee.

ARTICLE XV
Parliamentary Authority

The current edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or by rules of procedure adopted by this Board.

ARTICLE XVI
Amendments

These bylaws may be amended by a favorable vote of two-thirds (2/3) of the members of the Board, provided the proposed amendment has been submitted in writing to the entire Board at least seven (7) days prior to the time of voting.

ARTICLE XVII
Disclaimer

Nothing in these bylaws shall derogate the provisions of Louisiana Revised Statutes 33:9201 et seq., and anything so held shall be null and void.