



GREATER BATON ROUGE PORT COMMISSION BY-LAWS

ARTICLE I

Office of the Commission

The principal office of the Commission shall be at the Port Commission administration building, Port Allen, West Baton Rouge Parish, Louisiana.

The Commission may establish branch offices at such other place or places as the Commission may from time to time designate and as the business of the Port may require.

ARTICLE II

Regular Meetings

The regular meeting day of the Commission shall be the fourth Thursday in each month.

Special Meetings

Special meetings of the Commission shall be held at the call of the President, and shall also be held on the written request of five (5) members of the Commission. The notice of each special meeting shall state the purpose for which it is called, and only those matters that shall be considered which have been included in the call, unless that number of members as outlined in Article XIV hereinafter are present and agree to take up other matters.

Notices of the time and place of special meetings and agenda items shall be mailed to each member of the Commission by the Secretary or Executive Director, addressed to the member at his/her address as it appears upon the records of the Commission, postmarked at least two days before the day on which the meeting is to be held, or shall be communicated to the member at his/her address either personally or by telegram, telephone, fax, e-mail, or special delivery letter delivered not later than the day before that on which the meeting is to be held.

The Executive Director, the General Counsels, and the Consulting Engineer shall attend all meetings of the Commission unless otherwise directed by the Commission.

ARTICLE III

Quorum-Minutes

A majority of the members of the Commission shall constitute a quorum and all actions or resolutions of the Commission must be approved by the affirmative vote of not less than a majority of all members of the Commission.

The Executive Director shall cause a tentative draft of the minutes of each meeting to be submitted to each member of the Commission and to the General Counsel and Consulting Engineer within fifteen (15) days after such meeting. All minutes shall be reviewed for approval at the next regular meeting of the Commission.

ARTICLE IV

Election of Officers and Appointments

Officers shall be elected annually at the first regular meeting of the Commission in October, at which time the members of the Commission shall elect, from among their own number, a President, a Vice President, a Secretary and a Treasurer, to hold office for one year or until their successors are elected and qualified. However, if a new member of the Commission is at that time in the process of being appointed, the election of officers may be postponed from meeting to meeting until such a new member has been appointed and qualified.

In case a vacancy shall occur among the elected officers due to death, resignation, disqualification, or other cause, a new officer shall be elected by the Commission to fill the office for the unexpired portion of the term.

Any member of the Commission elected to one of the above offices shall be eligible to succeed himself/herself.

A member of the Commission whose term of office shall have expired or who may resign, but who still retains the qualifications required by law, shall continue to serve as a Commissioner with full power until his/her successor shall have been duly appointed and qualified.

The Commission shall also appoint an Executive Director who shall serve at the pleasure of the Commission or in accordance with a contract which may exist between the Greater Baton Rouge Port Commission.

ARTICLE V

Duties of President

The powers and duties of the President shall be:

1. to preside at all meetings of the Commission with the right to vote on all questions;
2. to take all reasonable steps to see that the functions and purposes of the Commission, as set forth in the laws and Constitution of the state of Louisiana, are carried out, and to see that the by-laws, port policies, tariffs, regulations, and resolutions of the Commission are complied with;
3. to call special meetings of the Commission in his/her discretion;
4. to serve as an ex-officio member of all committees, and
5. to perform such other duties as are usually incumbent upon the president of a Commission

ARTICLE VI

Duties of the Vice President

In the absence or disability, for any cause, of the President, his/her duties shall be performed by the Vice President who shall act in his/her place and stead and shall, in addition, perform such other duties as are usually incumbent upon such officer.

ARTICLE VII

Duties of the Secretary

In the absence or disability, for any cause, of the President and of the Vice President, the Secretary shall act as President, and shall discharge the duties of that office.

He/She shall, when required, attest any official document of the Commission with his/her signature and with the impress of the Commission's official seal and shall, in addition, perform such other duties as are usually incumbent upon such officer.

ARTICLE VIII

Duties of the Treasurer

The Treasurer shall, in his/her official capacity, have supervision over the finances of the Commission, shall sign such documents relating to the business of the Commission as may be directed by the Commission and shall, in addition, perform such other duties as are usually incumbent upon such officer.

ARTICLE IX

Committees

After the annual election of officers, the President shall appoint subcommittees as, in his/her discretion, are advisable to handle and further the work of the Commission.

The duties and powers of each said committees shall be as specifically authorized by the Commission from time to time and as each item of business is assigned by the President.

ARTICLE X

Executive Director

1. The Executive Director shall be the Commission's executive official. He/She shall have charge, supervision and control of the Commission's properties, and shall be responsible for the efficient and economical administration of the business of the Port;
2. The Executive Director shall have control over all classified and unclassified employees of the Commission, covering all of its departments and forces, and shall fix the duties, powers and compensation of all personnel and employees in such departments, subject to such Civil Service requirements as may be hereafter established by state law;
3. The Executive Director, subject to applicable state law, shall have the authority to purchase materials, supplies, and equipment for the betterment or improvement of the Port's facilities, and to enter into contracts, which shall not exceed Ten Thousand (\$10,000) Dollars, in order to carry out the policies or projects of the Commission and to grant releases and to adjust and/or compromise any claim by or against the Commission in a sum not to exceed Five Thousand (\$5,000) Dollars. In the event of an emergency, the Executive Director is authorized to expend up to Fifty Thousand (\$50,000) Dollars. However, he/she shall be required to make a full presentation of the emergency situation and the funds so expended at the next regular meeting;
4. The Executive Director shall have the right, power and authority for and on behalf and in the name of the Commission, to sign, execute, and deliver leases and permits, and renewals of leases and permits, on property of the Commission on such terms and conditions as may be specifically provided in a special resolution of the Commission without further authority from the Commission, provided such leases and permits are first approved as to form by a legal counsel retained by the Commission;
5. The Executive Director shall have the authority to write off the books of account any items not exceeding in any one case Five Thousand (\$5,000) Dollars, which he/she considers uncollectible, after first exhausting all legal remedies including placing such item or items in the hands of the Port attorneys for collection. Uncollected items in excess of Five Thousand (\$5,000) Dollars shall be presented to the Commission for its consideration before being written off;

6. It shall be the duty of the Executive Director, within ninety (90) days after the close of each fiscal year of the Commission, to have prepared a written report covering such fiscal year;
7. The Commission shall obtain and keep in force a blanket fidelity bond on all employees of the Commission in an amount of not less than Twenty Thousand (\$20,000) Dollars each, and it shall provide for additional fidelity bond coverage on such employees, and in such individual amounts, as the Commission shall from time to time specify; and
8. The powers, duties and functions of the Executive Director as stated in paragraphs 1 through 7 hereinabove, or any other By-laws, shall at all times be subordinate and subject to any resolution passed by the members of the Commission, and further subject to review by the members at any regular or special meeting of the Commission.

ARTICLE X(A)

Managing Director

1. The Commission may, but is not required to hire a Managing Director to serve at the pleasure of the Commission at a salary to be set by the Commission;
2. The powers, duties and functions of the Managing Director shall be those delegated to him/her by the Executive Director and/or the Commission.
3. During the absence of the Executive Director or due to the inability for any reason or cause of the Executive Director to perform any and all of the powers, duties and functions granted to said Executive Director in Article X or any other By-Law, the Managing Director shall have and exercise all the powers, duties and functions granted to the Executive Director in Article X of these By-Laws or any other By-Law;
4. The members of the Commission shall determine what constitutes the inability of the Executive Director to perform any and all of the powers, duties and functions granted said Executive Director in Article X of these By-Laws or any other By-Law.

ARTICLE XI

Fiscal Year

The Commission's fiscal year shall be from January 1st through December 31st, starting January 1, 2002.

ARTICLE XII

Disbursement of Funds

Checks drawn on the Commission's checking accounts, with the exception of the Commission's Payroll Account, shall require the signature of two (2) persons having the stated signatory authority.

Staff members with signatory authority shall include the Executive Director, Managing Director, and Director of Finance. Commissioners with signatory authority include Officers of the Board of Commissioners and any other Commissioners so designated by the President.

Two (2) staff members with signatory authority, one staff member possessing signatory authority and one commissioner possessing signatory authority, or two Commissioners, shall sign all checks of Fifty Thousand Dollars (\$50,000) or less. An authorized staff member and one Commissioner possessing signatory authority or any two (2) Commissioners possessing signatory authority shall sign a check of any denomination greater than \$50,000.

Employee paychecks drawn on the Commission's Payroll Account shall require one (1) signature. The Executive Director, Managing Director, and the Director of Finance are authorized to sign employee paychecks. If an authorized staff member is not available, a Commissioner with duly designated authority may sign.

The Commission may authorize, by resolution, other employees of the Commission to sign and countersign checks in special cases.

ARTICLE XIII

Amendment of By-Laws

These By-Laws may be altered or amended at any regular or special meeting of the Commission with the approval by the affirmative vote of not less than two-thirds (2/3) of all members of the Commission. However, no such alteration or amendment shall be considered unless a ten (10) day written notice of the intention to alter or amend the By-Laws shall have been given in writing to each member of the Commission, to which there shall be attached a draft of the proposed alteration or amendment.

ARTICLE XIV

Order of Business

Not later than Friday next preceding the regular meeting day, the Executive Director of the Commission shall prepare and mail to each Commissioner and to the Commission's General Counsel and to its Consulting Engineer an agenda setting forth all matters to be considered and/or acted upon at the regular meeting, and only those matters set forth in such agenda shall be considered and/or acted upon at the meeting unless at least two thirds (2/3) of all the members of the Commission are present and at least two thirds (2/3) of those members present agree to take up other matters.

Any Commissioner wishing to place any matter on the agenda shall do so by giving notice thereof to the Executive Director or his/her designee not later than Thursday next preceding the regular meeting date.

ARTICLE XV

Rules of Order

Except as otherwise provided by law or by these By-Laws, Roberts' Rules of Order shall be the parliamentary authority for all matters of procedure at Commission meetings.

ARTICLE XVI

Revision of By-Laws

This revision and restatement of the By-Laws of the Greater Baton Rouge Port Commission is effective July 27, 2006 and was approved by the Greater Baton Rouge Port Commission at a regular meeting held on July 27, 2006.