

BYLAWS
OF THE
DOWNTOWN DEVELOPMENT DISTRICT
OF THE
CITY OF BATON ROUGE

December 14, 1993

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SECTION 1. NAME

1.1 The name of this agency shall be the DOWNTOWN DEVELOPMENT DISTRICT OF THE CITY OF BATON ROUGE.

SECTION 2. MISSION; DISTRICT BOUNDARIES

2.1 The mission of the Downtown Development District of the city of Baton Rouge (the "District") is to generate funds and to create a comprehensive policy for the promotion and enhancement of the District to benefit the entire community.

2.2 The District's Boundaries are as follows:

The western boundary is the east bank of the Mississippi River; the northern boundary runs east of the Mississippi River, behind the old Our Lady of the Lake Hospital, continuing along the bank of Capitol Lake, extending down the Capitol Access Road to the I-110 Interstate Highway; the eastern boundary is the I-110 Interstate Highway; and the southern boundary is the I-10 Interstate Highway and the bridge over the Mississippi River.

SECTION 3. COMMISSIONERS

3.1 *Number.* The property, affairs, activities and concerns of the District shall be vested in a Board of Commissioners (the "Board"), consisting of seven members (collectively, "Commissioners", and individually, "Commissioner").

3.2 *Qualifications.* Each Commissioner shall (a) be a qualified voter of the parish of East Baton Rouge, and (b) have his/her principal place of business or profession in, or own property or reside in, the District.

3.3 *Initial Commissioners' Appointment.* All Commissioners shall be appointed. The appointment of the initial Commissioners shall be in the following manner.

- 3.3.1 One Commissioner shall be appointed at-large by the mayor-president, with the approval of the East Baton Rouge Parish Metro Council (the "Metro Council").
- 3.3.2 One Commissioner shall be appointed by the mayor-president, with the approval of the Metro Council, from a list of four nominees submitted by the Greater Baton Rouge Area Chamber of Commerce.
- 3.3.3 One Commissioner shall be appointed by the mayor-president, with the approval of the Metro Council, from a list of four nominees submitted by the Riverside Association.
- 3.3.4 Two Commissioners shall be appointed by the mayor-president, with approval by the Metro Council, from a list of six nominees submitted by the banking institutions located in the District.
- 3.3.5 One Commissioner shall be appointed by the mayor-president with the approval of the Metro Council and shall be a resident of Spanish Town.
- 3.3.6 One Commissioner shall be appointed by the mayor-president, with approval of the Metro Council and shall be a resident of Beauregard Town.

3.4 *Terms; Appointment of Successors; Exceptions.* The terms of Commissioners and the appointment of their successors shall be as follows.

- 3.4.1 *Generally.* The term of office of a Commissioner appointed after the expiration of the terms of the initial Commissioners shall be three years. Upon expiration of a Commissioner's term of office, his/her successor shall be appointed in accordance with the procedures herein prescribed for the appointment of the initial Commissioners, except as otherwise provided in this section.
- 3.4.2 *Commissioners Representing Banking Institutions.* The Commissioners initially appointed as representatives of banking institutions located in the District served staggered terms of office; and, therefore, each of their successors shall be appointed from a list of three nominees submitted by banking institutions located in the District.

3.5 *Consecutive Terms of Office.* A Commissioner may not serve more than two (2) consecutive terms of office; provided, however, that any time served by an individual to fill a Commissioner's unexpired term of office as set forth in section 3.6 shall not be considered in calculating the limitation on consecutive terms of office imposed herein.

3.6 *Vacancies.* Any vacancy which occurs prior to the expiration of the term for which a Commissioner has been appointed shall be filled by appointment in the same manner as the initial appointment for the unexpired term.

3.7 *Duties and Responsibilities.* The Commissioners shall be responsible for approving all programs and contracts of the District, approving the annual operating budget and amendments thereto, and approving any and all other business and actions of the District.

3.8 *Administration.* The District shall be administered by the Commissioners, who shall have all powers necessary to transact the business and accomplish the purposes of the District.

3.9 *Indemnification.* The District shall indemnify its Commissioners, officers and agents to the full extent permitted by state and local law.

3.10 *Meetings of the Board.* The Board shall hold regular meetings (at least one per quarter) at a time and place to be decided upon by the Commissioners. Special meetings may be called at any time by the Chairman, Vice-Chairman, Secretary or Treasurer upon request of any three Commissioners, provided that at least three days written notice shall have been given to each Commissioner prior to such meeting.

3.11 *Quorum.* A majority of the Commissioners shall constitute a quorum for the transaction of business. When a quorum is not present, the meeting may be adjourned, postponed or delayed until a quorum is obtained, at the discretion of the presiding officer.

3.12 *Absence.* A Commissioner's failure or refusal to attend two of any three consecutive regularly scheduled meetings of the Commissioners without just cause shall constitute neglect of duty under the provisions of Section 2.13 of the Plan of Government for the City of Baton Rouge and Parish of East Baton Rouge, and subject such Commissioner to discharge from office in the manner prescribed by law. The Chairman of the Board or the Executive Director is hereby directed to notify the Council Administrator-Treasurer in writing immediately following such failure of any member to attend meetings. The Council Administrator shall take such action regarding such Commissioner as required by law.

3.13 *Removal.* Any one or more of the Commissioners may institute proceedings to remove a particular Commissioner with cause by a vote of two-thirds of the Commissioners present at any special meeting called for that purpose as permitted by law.

3.14 *Voting.* There shall be no voting at any meeting of the Board, or any committee thereof, by proxy, absentee ballot or telephone.

3.15 *Compensation.* The Commissioners shall serve without compensation. Commissioners shall receive a travel allowance as reimbursement for expenses incurred while attending to the business of the District.

3.16 *Agenda.* An agenda of all items to be discussed at the meeting shall be sent to the Commissioners prior to the regular or special meetings, along with the notice of the meeting. The agenda shall include the minutes of the previous Board meeting. The agenda shall include all reports and information needed for the Commissioners' action upon old and new business. Items not included on the agenda may not be brought before the Board, except by a two-thirds vote of the Commissioners present.

SECTION 4. OFFICERS

4.1 *Composition.* The officers of the Board shall be Chairman, Vice-Chairman, Secretary and Treasurer.

4.2 *Method of Election.* The officers shall be elected annually by the Board and from the Commissioners at the Board's January meeting.

4.3 *Term of Office.* The officers of the Board shall serve for a term of one year. Officers shall take office immediately upon their election. An officer may not serve in the same office for more than two (2) consecutive term(s).

4.4 *Duties.*

4.4.1 *Chairman.* The Chairman shall preside over all meetings of the Board and the Executive Committee. Subject to approval by the Executive Committee, the Chairman shall appoint all committees. The Chairman shall serve ex-officio as a member of all committees except the Nominating Committee. The Chairman shall have general and active management of the Board and shall exercise general supervision over all its affairs. The Chairman shall see that all orders, resolutions and action of the Commission are executed. Upon completion of the Chairman's term of office, he/she shall present and distribute an annual written report of the progress and activities of the District.

4.4.2 *Vice-Chairman.* The Vice-Chairman shall preside at all meetings in the absence of the Chairman. The Vice-Chairman shall also have all the powers and perform all the duties of the Chairman in the Chairman's absence or in the event of the Chairman's inability to perform his or her duties. The Vice-Chairman shall assume such other duties as the Chairman may from time to time assign to him/her.

4.4.3 *Secretary.* The Secretary shall keep minutes of all meetings of the Board and the Executive Committee, including a record of attendance. The Secretary shall also be responsible for maintaining a complete list of all names and addresses of the Board's Commissioners and officers. The Secretary shall be responsible for preparing and safe-keeping minute books and records of the Board with the help and assistance of, and through the office of the Metro Council's administrator.

4.4.4 *Treasurer.* The Treasurer shall keep an account of all moneys received and expended for the use of the District, and shall make disbursements only upon vouchers approved in writing by any member of the Executive Committee. The moneys, funds, and accounts of the district shall be in the Treasurer's official custody and control, and shall be deposited, expended and accounted for, records maintained, and idle funds invested through the Metro Council's Department of Finance. The Treasurer shall issue checks through the office of the parish treasurer as in the case of city-parish moneys under the plan of government.

4.5 *Officers' Vacancies.* All vacancies in any office shall be filled by the Board without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

4.6 *Compensation.* The officers shall serve without compensation. Officers shall receive a travel allowance as reimbursement for expenses incurred while attending to the business of the district.

SECTION 5. EXECUTIVE COMMITTEE

5.1 *Composition.* The Executive Committee shall be composed of the officers.

5.2 *Term of Office.* The members of the Executive Committee shall serve for one year.

5.3 *Powers.* The Executive Committee shall exercise and enjoy all the powers and authority of the Board during the period between Board meetings.

5.4 *Duties.* The Executive Committee shall have the responsibility to carry out the long-range planning functions for the Board.

5.5 *Approval.* The Executive Committee shall present its proposals and actions to the Board for approval at the next scheduled meeting of the Board.

5.6 *Meetings.* The Executive Committee shall meet upon the call of the Chairman or a majority of the committee's members, provided notice shall have been sent prior to the meeting. Any Commissioner may attend a meeting of the Executive Committee.

5.7 *Notice.* Written notice of the time and place for the meeting accompanied by an agenda of items to be discussed, shall be sent to each member of the Executive Committee and to each of the other Commissioners at least three days prior to the meeting, except in the case of emergency meetings which may be called by the Chairman at his or her discretion.

5.8 *Quorum.* Three Executive Committee members or a simple majority of the Executive Committee, whichever is greater, shall constitute a quorum of the Executive Committee.

SECTION 6. NOMINATING COMMITTEE

6.1 Upon taking office, the Chairman shall appoint a Nominating Committee, with approval of the Board, to serve a term of one year. The Nominating Committee shall be composed of three Commissioners. The Nominating Committee shall be responsible for nominating a field of candidates for the annual election of officers of the Board.

SECTION 7. OTHER COMMITTEES

7.1 *Generally.* In addition to the Executive and Nominating Committees, the Board may create such additional committees necessary or helpful in accomplishing the District's mission.

7.2 *Composition.* All committees shall be created by the Board, and the committee members may be drawn from the other Commissioners and the general public as desired by the Board.

7.3 *Ratification.* Any and all acts of any committee shall be subject to review and approval or disapproval by the Board at its next scheduled meeting.

7.4 *Governing Rules.* All committees shall be subject to the rules of the Executive Committee regarding quorums and notices.

SECTION 8. FISCAL YEAR

8.1 The Board may adopt for and on behalf of the District, a fiscal or calendar year.

SECTION 9. STAFF

9.1 There shall be such professional, clerical and support staff as shall be determined necessary by the Board. The staff shall be assigned such duties as deemed necessary by the Board in accordance with any rules, procedures and budget which may be adopted by the Board.

9.2 No member of the immediate family (as defined by state and/or local law) of any commissioner of the Board shall be employed by the District.

SECTION 10. PARLIAMENTARY AUTHORITY

10.1 The parliamentary authority of the Board shall be *Robert's Rules of Order Revised*, which shall govern in silence of these Bylaws.

SECTION 11. AMENDMENTS

11.1 These Bylaws may be amended at any meeting of the Board by a two-thirds vote of those Commissioners present, provided that the Commissioners have been notified in writing of the proposed amendment(s) at least ten days prior to the meeting.

SECTION 12. SAVINGS PROVISION

12.1 These Bylaws shall be construed and interpreted in accordance with those laws governing the creation and operation of the District. The invalidity of any provision hereof shall not invalidate any other provision of these Bylaws.