

BYLAWS

OF THE

DOWNTOWN DEVELOPMENT DISTRICT

OF THE

CITY OF BATON ROUGE

December 14, 1993 (Amended August 13, 2024)

## **1. NAME**

- 1.1. The name of this agency shall be the DOWNTOWN DEVELOPMENT DISTRICT OF THE CITY OF BATON ROUGE as referred to in La. R.S. 33:2740.6

## **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:

Municipal Dock, east to River Road, east to Terrace Avenue, east to Nicholson Drive, north to Myrtle Avenue, east to Kansas City Line Railroad (eastern boundary), north along railroad to Choctaw Drive, west along railroad, following curve of railroad near River Road, south on railroad, west to river at Eiland Street (north boundary of River Park development site), south along Mississippi River back to southern edge of Old Municipal Dock.

## **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. *Commissioners’ Appointment.* All Commissioners shall be appointed. The appointment of the Commissioners shall be made in September and 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 Baton Rouge Area Chamber.
  - 3.3.3. Three commissioners shall be appointed by the mayor-president, with the approval of the Metro-Council, and shall be property owners and lessees of property located within the jurisdictional boundaries of the district. There shall be at least one commissioner representing a property owner and one representing a lessee.
  - 3.3.4. One commissioner shall be appointed by the mayor-president, with the approval of the Metro-Council, and shall be a resident of Spanish Town.
  - 3.3.5. One commissioner shall be appointed by the mayor-president, with the 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.
- 3.5. *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 Commission shall be responsible for approving the long-range planning aspects 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 the powers necessary to transact the business and accomplish the purposes of the District.
- 3.9. *Indemnification.* The District shall indemnify its Commissioners offices, and agents to the full extent permitted by state and local law.
- 3.10. *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.
- 3.11. *Absence.* The Commission shall follow the EBR City-Parish Plan of Government Section 2.17, Uniform Length for Boards and Commissions Attendance Requirements for Board and Commission Members. The term of office of any board and commission member shall be four years, unless otherwise required by the laws of the State of Louisiana. Any board or commission member who fails to attend 75% of all regularly scheduled meetings of their board or commission in any calendar year is no longer eligible to serve on such board and commission and the director of the board or commission shall notify the Council Administrator Treasurer no later than February 1 of any vacancies created in the prior year by violation of this provision.
- 3.12. *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.
- 3.13. *Voting.* There shall be no voting at any meeting of the Board, or any committee thereof by proxy, absentee ballot or telephone.

- 3.14. *Compensation.* The Commissioners shall serve without compensation. Commissioners may receive a travel allowance as reimbursement for expenses incurred while attending a conference, educational event, or meeting on behalf of the DDD if the event is located out of East Baton Rouge Parish.
- 3.15. *Agenda.* An agenda of all items to be discussed at the meetings shall be sent to the Commissioners prior to the regular or special meetings along with notice of the meeting. The agenda shall include 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 unanimous vote of the Commissioners present.

#### **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 first calendar meeting of the year.
- 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 (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. 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.
- 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 sign/approve minutes of all meetings of the Board and Executive Committee following commission approval. All minutes shall include a record of attendance. 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, unless otherwise conducted by staff.
- 4.4.4. *Treasurer.* The Treasurer shall sign/approve the District budget following commission approval. The East Baton Rouge City-Parish Department of Finance

and District Executive Director shall keep an account of all moneys received and expended for the use of the District and shall provide to the Treasurer upon request.

4.5. *Officer's 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.

## **5. EXECUTIVE COMMITTEE**

5.1. *Composition.* The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, and Treasurer.

5.2. *Powers.* The Executive Committee shall exercise and enjoy all the powers and authority of the Board during the period between Board meetings. The Executive Committee shall inform the Board of its actions at the next succeeding meeting of the Board.

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

## **6. OTHER COMMITTEES**

6.1. *Generally.* The Board may create such additional committees as necessary or helpful in accomplishing the District's mission.

6.2. *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.

6.3. *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.

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

## **7. MEETINGS**

7.1. *Regular Commission Meetings.* The Commission 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.

7.2. *Executive Committee Meetings.* The Executive Committee shall meet on an as needed basis 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.

7.3. *Emergency Meetings.* Written notice of the time and place for the emergency meeting, accompanied by an agenda of items to be discussed, shall be sent to each member of the Commission at least two days prior to the meeting. Emergency meetings may be called by the Chairman or the Executive Director at their discretion.

7.4. *Other Committees Meetings.* Other Committees shall meet on an as needed basis, provided notice to the Commission shall have been sent prior to the meeting. Any Commissioner may attend any Committee meetings.

## **8. FISCAL YEAR**

8.1. The District shall follow the fiscal year of the East Baton Rouge City-Parish.

## **9. STAFF**

9.1. There shall be a District Executive Director recommended by the board to the Metropolitan Council. The Executive Director shall appoint an Assistant Executive Director and hire or contract other professional, clerical, and support staff as determined necessary by the board.

9.2. The staff shall be assigned such duties as deemed necessary in accordance with any rules, procedures, and budget which may be adopted by the Board.

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

## **10. PARLIAMENTARY AUTHORITY**

10.1. The parliamentary authority of the Board shall be *Robert's Rules of Order Revised*. In case of conflict, the bylaws prevail.

## **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.

## **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.