

Capital Area Groundwater Conservation District By-Laws

ARTICLE I: CAPITAL AREA GROUNDWATER CONSERVATION DISTRICT

(1) The Capital Area Groundwater Conservation District shall be delineated in R.S. 38:3072. The Capital Area Groundwater Conservation District shall be governed by a board of Commissioners as delineated in R.S. 38:3074.

(2) If any Commissioner resigns or is removed before the completion of a term, the Executive Director shall notify the Governor's Office and the nominating authority to begin the process of replacing that Commissioner.

ARTICLE II: DOMICILE & BOOKS OF RECORD

(1) The office of the District shall be 3535 South Sherwood Forest Boulevard, Suite 137, Baton Rouge, Louisiana 70816-2255.

(2) The official books and records of the District shall be retained at the District office.

(3) The official books and records of the District shall include minutes and recordings of meetings of the Board, minutes and recordings of meetings of committees having any of the authority of the Board, financial reports presented to the Board, the District's By-Laws, the Board's Rules of Order.

ARTICLE III: ADMINISTRATIVE AND FISCAL YEAR

The administrative year of the Board shall run from January 1 through December 31 and the fiscal year of the Board shall be July 1 to June 30 to coincide with that of the state.

ARTICLE IV: MEETINGS

Section 1: Schedule, place, time of meetings

(1) Regular meetings of the Board shall be held every other month: January, March, May, July, September and November.

(2) The Chairman shall cause a draft schedule for the next year's meetings to be developed for presentation to and adoption by the Board at the first meeting of each year.

(3) A Regular meeting may be rescheduled by action of the Chairman or affirmative vote by a majority of the Commissioners.

(4) A Special meeting may be called by the Chairman if he deems necessary or upon request to the Chairman by a majority of the Commissioners.

(5) If any Commissioner misses three consecutive meetings with no excuse deemed valid by the Chairman, the Executive Director shall notify the Governor's Office and the nominating authority to begin the process of replacing that Commissioner.

Section 2: Public notice of meetings.

(1) The By-laws requirements for notice of meetings shall be consistent with R.S. 42:11 et seq. (Louisiana Open Meetings Law).

(2) At the beginning of each calendar year, a schedule of Regular meetings shall be adopted by

the Board.

(3) A written public notice of any Regular, Special, or rescheduled meeting shall be published on the district website and on any official social media account maintained by the Commission; and shall be posted on the door of the District domicile no later than twenty-four hours before the meeting, and such notice shall be emailed to any person requesting notice to be sent. The notice with all attachments shall be emailed to all Commissioners no later than twenty-four hours before the meetings.

(4) In cases of extraordinary emergency, as defined by the Open Meetings Law (R.S. 42:17(A)(5)), such notice shall not be required; however, the Chairman shall give notice of the meeting including through email, posting on the district website, and on any official social media account maintained by the Board.

(5) The official journal of the District shall be The Baton Rouge Advocate.

Section 3: Conduct of business.

(1) Robert's Rules of Order shall govern the conduct of Board meetings, except that the By-laws and Rules of Order of the Board shall control in the event of any inconsistency.

(2) No business shall be conducted in the absence of a quorum of the Board, if a Board meeting, or of the committee, if a committee meeting.

(3) At Regular and at Special meetings, no business other than that set forth in the written public notice of the meeting may be considered and action taken thereon, provided, however, consideration of other business may be approved by a unanimous vote of the members of the Board or committee who are in attendance at the meeting.

(4) All meetings shall be video or audio recorded, filmed, or broadcast live.

(5) No Commissioner may be replaced by a single meeting proxy.

(6) Commissioners terms of office shall be in accordance with La. R.S. 38:3074(B).

(7) Commissioners may be reimbursed for travel expenses pursuant to R.S. 38:3074(E) with prior authorization by the Chairman and a completed Travel Authorization Form and Travel Expense Form.

Section 4. Committees

The Board may establish committees on a standing basis or task force, or a panel as needed. The Chairman of the Board shall appoint the members of the committees from the membership of the Board. The Chairman of the Board shall seek to maintain a numerical balance in membership between committees. The Chairman shall solicit requests from all members for their preferred committee assignment and will attempt to make appointments to said committees promptly notify the board membership of committee assignments at the first regular board meeting of the year. Commission members may request at any time during the calendar year a transfer to a different committee if a vacancy in that committee occurs. It is not mandatory for a Commission member to serve on a committee.

ARTICLE V: OFFICERS, DUTIES OF OFFICERS

Section 1: Selection of officers; term of service, filling of vacancy

(1) Commissioners shall elect a Chairman, Vice-Chairman, and Treasurer by majority vote at

the last Regular meeting of each calendar year. Nominations can be made by any member of the Board for another board member. New officers shall assume the duties of office at the first Regular meeting of the following calendar year.

(2) The term of service as officer shall be one year. There shall be no limit on the number of terms a member may serve as an officer.

(3) A vacancy of office shall be filled by majority vote of the Board.

Section 2: Duties of Chairman

The Chairman shall directly perform or shall oversee the following tasks of the District:

(1) Prepare the agenda for and preside at all meetings of the Board. Upon written request by a member, the Chairman shall include a single agenda item in the next meeting agenda for the requesting member.

(2) Appoint all committees and committee chairpersons.

(3) At the end of each calendar year, in preparation for the coming year:

(a) Cause officers to be nominated and elected pursuant to Article V: Sec.1 of the By-Laws.

(b) Cause meetings to be scheduled pursuant to Article IV: Sec. 1.

(4) Perform all other such duties as are usually required of Chairman of corporate bodies.

(5) The Chairman is a neutral referee of debate who may not propose or make motions on items, nor even vote, unless to break a tie.

Section 3. Duties of Vice-Chairman

The Vice-Chairman shall perform the duties of the Chairman in case of his absence or disability.

Section 4: Duties of Secretary/Treasurer and financial record keeping

The Secretary/Treasurer shall oversee the following tasks of the District:

(1) Receive and have custody of all monies of the District.

(2) Deposit and disperse the funds of the District as directed by the Board and in accordance with the By-Laws.

(3) Keep full account of all monies received and paid out and report all such activities to the Board at each regular meeting of the Board and to government agencies as may be required by law.

(4) Receive and have custody of all financial papers of the District and keep full accounts of these papers.

(5) Arrange authority for a Board member or District Staff Member who is granted authorized signer authority pursuant to By-Laws Article VII: Sec.1(3) of the By-Laws.

(6) Sign papers required by the office of Treasurer and directed by the Board.

(7) Perform other duties incidental to the office.

(8) Meet with the Executive Director prior to the first Board meeting of the fiscal year to receive and review the annual budget for the coming years, and present the annual budget to the Board in accordance with Article VI. Sec. 2(1) below.

ARTICLE VI: STAFF FOR THE BOARD

Section 1. Employment of staff

All staff for the Board shall be selected by the Executive Director at his sole discretion.

Section 2. Executive Director

The Executive Director, under the direction of the Board, shall be responsible for the day-to-day operations of the District office as follows:

- (1) Ensure the proper operation of the office, including carrying out all tasks necessary to carry out the initiatives, tasks, and charges of the Board and to preserve the Board powers as described in La. R.S. 38:3076(A)(2) and La. R.S. 38:3076(E). Such powers include, but are not limited to, taking all necessary steps to prevent intrusion of salt water or any other form of pollutant into any aquifer or aquifers, including the powers to operate withdrawal wells for the extraction of salt water or water affected by any pollutant and to dispose of such water by injection or otherwise; to operate injection wells to create freshwater barriers against salt water intrusion or the intrusion of any other pollutant; and to control pumping rates by users in any area threatened by intrusion of salt water or other form of pollutant.
- (2) Ensure the proper implementation of the annual budget adopted by the Board. Executive Director shall have the authority to spend funding in accordance with the annual budget, including spending that does not exceed the budgets allocations in each category within the annual budget and so that the total annual budget as approved by the Board is not exceeded.
- (3) Ensure the proper implementation of decisions of the Board.
- (4) Ensure compliance with statutory and regulatory requirements under which the Board and District must operate.
- (5) Conduct correspondence of the District.
- (6) Notify the Governor's Office and the nominating authority of the necessity of replacing a Commissioner in an expedient manner.
- (7) Shall have the responsibility of accomplishing all administrative duties of the District, and the Executive Director shall have the full discretion and autonomy to assign such administrative duties to the District Staff Members. Such duties include, but are not limited to, the following:
 - (a) Make and maintain full records of all proceedings of the District.
 - (b) Have the custody of copies of all official records and of all other papers belonging to the District.
 - (c) Give notice of the time, place and agenda of all meetings, in accordance with the By-Laws.
 - (d) Issue public notices and respond to requests for information provided for by law.
 - (e) Perform other duties incidental to the office of the District.
- (8) The Executive Director shall have the ability and responsibility to hire and terminate the Commission counsel and all consultants that are contracted to work for the Commission, without the need to obtain Board approval, in order to carry out the day-to-day operations of the Commission so long as the contracted work is reasonable, in the best interest of the

Commission and the public. The payments of such contracts shall not exceed the annual budget in that category. Any contracts greater than \$50,000 per year shall require Board approval after a competitive selection process.

(9) The Executive Director shall exercise sole discretion and oversight over all staffing decisions, including the hiring and termination of District Staff and shall be responsible for the development and maintenance of an employee manual clearly delineating the District's personnel policies.

(10) The Executive Director shall be responsible for implementing and assuring compliance with the procedures and policies of the District in regards to the construction of new wells and the upgrading of existing wells which may be required to comply with new policies and procedures.

(11) The Executive Director shall prepare the agendas for the board meetings in conjunction with the Chairman and specifically provide the items for the Executive Director's report, new and old business.

Section 3. Duties of the Deputy Director

As stated hereinabove, the Executive Director shall directly oversee the assignment of duties to and performance of all District Staff, including the Deputy Director. The Deputy Director shall follow all reasonable direction of the Executive Director and shall take over the duties of the Executive Director in case the Executive Director is unable to fulfill his duties upon his resignation.

Section 4. Duties of the Assistant Executive Director and administrative record-keeping

As stated hereinabove, the Executive Director shall directly oversee the assignment of duties to and performance of all District Staff, including the Assistant Executive Director. The Assistant Executive Director shall follow all reasonable direction of the Executive Director.

ARTICLE VII: FINANCES

Section 1. Spending Funds

(1) Upon approval of the annual budget by the Board, the Executive Director shall have the power of reasonably spending funds so long as the spending does not exceed the annual budget as approved by the Board and such spending is reasonable, in the best interest of the District and the public, and does not exceed the annual budget as approved by the Board. The Executive Director shall strive to keep spending in each category to the amount originally allocated, but he or she may utilize funding at his or her discretion so long as the spending is reasonable, in the best interest of the Commission and the public, and does not exceed the annual budget as approved by the Board.

(2) Except as specifically authorized by the Board, all disbursements of funds of the District shall be made by check(s), credit card(s), or electronic payment(s), and all disbursements of funds of the District are to be reasonable, in the best interest of the District and the public, and should not exceed the annual budget as approved by the Board

(3) The Executive Director and any staff member that the Executive Director may choose shall be authorized signers for the disbursement of the District's funds in a reasonable manner.

- (4) The Executive Director shall notify the Chairman whenever there is an anticipated 5% variance of the total annual income or in the total expenditures of the approved budget.
- (5) The officers of the Board, namely Chairman, Vice-Chairman, and Secretary/Treasurer, shall have the authority to direct the Executive Director to disburse the funds of the District in a reasonable manner.
- (6) The Executive Director, is authorized to pay bills for routine operating expenses as approved in the annual budget of the District without Board approval.
- (7) All spending beyond the approved annual budget shall require approval by a majority vote of the Board.
- (8) All receipts for expenditures may be requested by Secretary/Treasurer and are to be retained by the Executive Director or his or her designee.
- (9) All spending must be within the overall budget. If spending is greater than the amounts allocated to categories within the budget, the Board must approve a budget amendment.
- (10) At any time, the Treasurer of the Board may ask by written request to see a summary of the spending by the District to date. The Executive Director shall furnish such a summary to the Treasurer within one week from the date of the written request. This summary may also be presented to the full Board at the next official meeting upon request by the Chairman.
- (11) The Executive Director may request to the Chairman of the Board for an increase in the annual budget. When such a request is made by the Executive Director, the request shall be voted on by the Board at the next official full meeting.

Section 2. Budget Development, Presentation, and Approval.

- (1) The Executive Director shall cause a draft Budget to be developed, which draft Budget shall be presented to the Chairman prior to the first Regular meeting of the fiscal year. The Chairman is to present the budget as drafted by the Executive Director and Secretary/Treasurer prior to the first Regular meeting of each fiscal year for amendment, correction, and final approval by majority vote of members of the Board.
- (2) Article VII: Sec.1 of the By-Laws provides for spending authority.

ARTICLE VIII: DECISIONS

- (1) An issue requiring a decision of the Board may be introduced at any Regular or Special meeting. When possible, it shall be introduced in writing. It shall be confined to a single subject expressed in the title.
- (2) A majority vote of the members present is required for the adoption of each decision of the Board, except that, in accordance with the Open Meetings Law (R.S. 42:19(A)(1)(b)(ii)(cc)), a unanimous vote of the members present is required to approve an addition to a meeting's agenda if the meeting is currently ongoing at the time the addition is proposed.
- (3) Unless otherwise specified, a decision shall become effective upon its adoption.
- (4) To go into Executive Session, a two-thirds vote of the members present is required.
- (5) All resolutions and Board actions shall be issued in written form, signed by the Executive

Director and placed in a book which contains all official resolutions of the Board.

ARTICLE IX: RULES OF ORDER

The Board may establish its rules of order relating to the administration of the District business, on condition that such rules are not incompatible with these By-Laws.

ARTICLE X: INTERPRETATION OF BY-LAWS

Words in these By-Laws shall be defined as follows:

- (1) 'Board' shall mean the board of commissioners of the Capital Area Groundwater Conservation District.
- (2) 'Chairman' shall mean the Chairman of the Board of Commissioners of the Capital Area Groundwater Conservation District..
- (3) 'Commissioner' shall mean a member of the Board of Commissioners of the Capital Area Groundwater Conservation District.
- (4) 'Commission' shall mean the Capital Area Groundwater Conservation District.
- (5) 'District' shall be synonymous with "Commission" and shall mean the Capital Area Groundwater Conservation District.
- (4) 'Majority vote' shall mean an affirmative vote of a majority of members present at any duly held meeting at which a quorum is present.
- (5) 'Meeting' shall mean a quorum convened to deliberate, act, or receive information on a matter within the Board's jurisdiction. It does not apply to chance meetings or social gatherings where no vote is taken, including any form of polling, and no other official action is taken. (La. R.S. 42:4.2).
- (6) 'Quorum' shall mean a majority of the appointed members of the Board or a committee.
- (7) 'Unanimous vote' shall mean an affirmative vote of all members present at a meeting.
- (8) Words used in masculine or singular include the feminine or plural, depending on the context.

ARTICLE XI: AMENDMENTS

Any provision in these By-Laws may be revoked or amended at any Regular or Special meeting by two-thirds vote. The change will become effective immediately unless stated otherwise in the majority vote.

ARTICLE XII. COMPLIANCE WITH STATE LAW

All activities of the Board shall comply with all applicable state law including specifically, but not limited to, the Open Meetings Law, R.S. 42:11 et seq.; the Public Records Act, R.S. 44:1 et seq.; and the Louisiana Code of Governmental Ethics, R.S. 421101, et seq.