

**BY-LAWS OF THE BOARD OF COMMISSIONERS OF THE SOUTHEAST
LOUISIANA FLOOD PROTECTION AUTHORITY-EAST**

PREAMBLE

The Southeast Louisiana Flood Protection Authority-East (hereinafter "Authority") is a regional flood protection authority established as a political subdivision and levee district pursuant to Article VI, Sections 38 and 38.1 of the Constitution of Louisiana and Acts 2006, 1st Extraordinary Session, No. 1 of the Louisiana Legislature.

The Board of Commissioners (hereinafter "Board") is created and receives its present authority pursuant to said Act 1, effective on and after January 1, 2007.

The Board is mandated by law to adopt bylaws, rules and regulations for the management of its affairs, operation and governance of the flood protection authority, and for the carrying into effect and perfecting of a comprehensive levee system, having as its object the protection of the entire territory of the Authority from overflow.

**ARTICLE I
DEFINITIONS**

For the purposes of these Bylaws, the following terms have the meaning ascribed to them by this Article, except where the context clearly indicates otherwise:

(1) "Board of Commissioners" or "Board" means the group of board members appointed to exercise authority over and have management, oversight, and control over the territories of the Southeast Louisiana Flood Protection Authority-East.

(2) "Board member" means a person appointed by the Governor of the State of Louisiana to serve as a member of the Southeast Louisiana Flood Protection Authority-East.

(3) "Business day" means a calendar day which is not a Saturday, Sunday or statutory holiday or half-holiday under LA R.S. 1:55.

(4) "Southeast Louisiana Flood Protection Authority-East" or "Authority" means the regional flood protection authority established as a political subdivision of the State and levee district which includes the territories, lands and all properties thereon situated, not exempt from taxation, as provided by law of the following levee districts and parishes: East Jefferson Levee District, Lake Borgne Basin Levee District, and Orleans Levee District.

**ARTICLE II
COMPOSITION, OFFICIAL DOMICILE, LOGO AND SEAL**

§1. Composition

The Southeast Louisiana Flood Protection Authority-East is created and composed of the Board of Commissioners and its officers and staff.

§2. Official Domicile

The domicile of the Authority shall be 6508 Spanish Fort Blvd., New Orleans, Louisiana, 70124 or at such other place in the territorial jurisdiction of the Authority, as the Board may designate by Resolution from time to time.

§3. Offices

The Board may also maintain branch offices within its territorial jurisdiction.

§4. Logo and Seal

The Board may adopt a logo and an appropriate seal. The seal may be used by causing it to be affixed to or reproduced on any instrument entered into by the Board. Failure to affix the seal shall not, however, affect the validity of any instrument.

**ARTICLE III
BOARD OF COMMISSIONERS**

§1. Authority

The Board is the governing body of the Authority and shall exercise all authority over and have management, oversight, and control of the territories of the East Jefferson Levee District, Lake Borgne Basin Levee District, the Orleans Levee District, the St. Tammany Levee District, and the Tangipahoa Levee District.

The Board is the successor to the boards of commissioners of the East Jefferson Levee District, Lake Borgne Basin Levee District, and the Orleans Levee District.

§2. Jurisdiction

The Board's jurisdiction is all of the lands and all property thereon situated, as more particularly described in Article 3, Section 1 above.

§3. Number of Board Members

The number of Board members is fixed by law at nine (9).

§4. Qualifications and Appointment of Board Members

The qualifications to serve as a board member are fixed by law. Board members are appointed by the governor from nominations submitted by the nominating committee and serve as provided by law. They are subject to confirmation by the Senate.

§5. Terms of Office

All board members hereafter appointed, unless appointed to fill an unexpired term, shall be appointed for terms of four (4) years. No board member shall serve more than two (2) consecutive four-year terms. Terms begin July 1st and end June 30th.

§6. Removal

Board members may be removed by the Governor in the case of neglect of duty or failure to attend, without good cause, three (3) successive regular meetings, upon request of the board.

§7. Powers and Duties of the Board

The Board is charged with the responsibility of managing the business of the Authority and shall have the powers and duties as provided by law. The mandatory powers and duties of the Board, include the following:

- (1) Adopt bylaws for management and regulation of its affairs.
- (2) Devise and adopt rules and regulations for the carrying into effect and perfecting of a comprehensive levee system, having for its object the protection of the territory within the Authority from overflow.
- (3) Keep a record of all its proceedings;
- (4) Examine all of the accounts and operations of the Board and determine in what manner work shall be undertaken;
- (5) Control all public levees of the Authority;
- (6) Attend once during his or her term of office an approved educational training program;
- (7) Care for and inspect levees within the territorial jurisdiction of the Authority;
- (8) Manage all obligations and business of the East Jefferson Levee District, Lake Borgne Basin Levee District, and Orleans Levee District;
- (9) Administer the proceeds of all taxes collected on all property taxed in Jefferson, Orleans, and St. Bernard Parishes within the territorial limits of the Authority and any other revenues from operations of levee districts for the purposes of constructing and maintaining levees, levee drainage, flood protection, hurricane flood protection and for all other purposes incidental thereto, except as provided by law;
- (10) Use and expend the proceeds of taxes and revenues received by the Authority or a levee district only for a purpose of the Authority or levee district where the tax is levied or revenue collected;
- (11) Establish and maintain separate accounts in the name of the Authority or levee districts to deposit taxes levied and collected; commingling of funds in such accounts is prohibited.

§8. Remuneration to Board Members

A. Board members shall receive no compensation other than per diem, mileage, and travel reimbursement, as provided in Subsections B, C, and E of this Section.

B. Per Diem. Board members shall receive a per diem equal to the rate allowable for per diem deduction under Section 162(h)(1)(B)(ii) of Title 26 of the United States Code for their attendance at regular, special and committee meetings, not to exceed two meetings per month.

C. Mileage. In addition to per diem, each board member shall be paid a mileage allowance for travel going to and from their residence or customary place of business equal to the rate established as the standard mileage rate for business travel and for purposes of Section 162(a) of Title 26 of the United States Code in addition to the per diem equal to the rate allowable for per diem deduction under Section 162(h)(1)(B)(ii) of Title 26 of the United States Code to attend any of the following activities conducted within the State of Louisiana:

- (a) Regular, special and committee meetings of the Authority;
- (b) Meetings with federal, state or local elected or appointed officials;
- (c) Meetings with employees of levee districts within the jurisdiction of the Authority;
- (d) Meetings with legal counsel regarding legal matters related to assets and liabilities of the levee districts within the jurisdiction of the Authority or related to the operations of the Authority;
- (e) Conducting Authority business at the domicile or branch office of the Authority;
- (f) Attending educational seminars and conferences; and
- (g) Attending meetings with other levee boards or districts.

D. Expense reports shall be submitted to the Treasurer or his designee detailing expenses incurred, including receipts for other travel expenses and purpose of the incurred expenses within forty-five (45) days from the end of the month in which the expense was incurred.

E. Specific authorization for payment by the Regional Director of mileage and travel expenses for Authority business activities not listed above shall be required and may be made retroactively under appropriate circumstances.

F. Travel Expenses shall be paid in accordance with Louisiana Office of State Purchasing and Travel PPM 49 with the following exception, as modified by the Board from time to time.

1. When traveling for the purpose of conducting the business of the Southeast Louisiana Flood Protection Authority-East, Commissioners shall be reimbursed for properly documented travel expenses and mileage to and from the Commissioner's home or to and from the Commissioner's place of business at the time of the meeting. The President may adopt reasonable rules and policies to implement the reimbursements.

§9. Meetings

A. Types of Meetings

Meetings of the Board are designated as regular, special, or emergency.

(1) Regular Meetings

(a) The Board shall hold its regular monthly meeting on the third Thursday of every month, except that November meetings will be held on the Thursday prior to Thanksgiving, at such time and place as designated by the Board's President, unless established by the Secretary or his designee that a quorum will not be present. The regular meeting may be held on another day of the month as determined by a majority vote of the total present voting membership of the Board.

(b) The regular meetings of the board shall be convened on a rotating basis in a levee district under the jurisdiction of the authority. The Board shall give public notice of its schedule of regular meetings including time, date, and place at the beginning of the calendar year.

(2) Special Meetings

(a) Special meetings may be convened at any time upon the call of the President or Secretary, or upon written request by three Board members. The special meeting shall be convened at the time and place contained in said written request.

(b) Public notice of the time, place, specific purpose and agenda of a special meeting shall be given in the same manner as provided for regular meetings.

(c) When, in the opinion of the President, there is not sufficient time to give written notice of a special meeting to board members, the President may authorize the Secretary to verbally notify board members, by phone or in person, of the time, place, specific purpose and agenda of the special meeting. Only matters pertaining to that specific purpose and agenda shall be discussed or acted upon at that special meeting. Such verbal notice, when authorized, shall be given personally by the Secretary to each board member at least twenty-four (24) hours prior to such meeting. The Secretary shall keep a written record of the date, time and manner in which each Commissioner was notified. When verbal notice is authorized, the Secretary shall make a good faith effort to notify each board member; however, the inability of the Secretary to so notify all Commissioners shall not invalidate the call of the special meeting. Notice shall be deemed to have been given to, or waived by, any Commissioner present at any such meeting.

(d) Except as otherwise provided herein, all of the provisions pertaining to regular meetings shall apply to special meetings.

(3) Emergency Meetings

(a) The board may hold meetings in cases of emergency. Cases of emergency shall be limited to natural disaster, threat of epidemic, civil disturbances, suppression of insurrections, the repelling of invasions, or other matters of similar magnitude.

(b) Emergency meetings may be called by the President or, in his absence, the Vice President. In the absence of the President and the Vice President, an emergency meeting may be called by any Board Member.

(c) Verbal notice of emergency meetings is specifically authorized. Verbal notice may be given by the person calling the meeting or his designee. The person notifying each Commissioner shall note the date, time and manner in which each Commissioner was notified and keep a record of same. Commissioners need only be given as much prior notice as the emergency conditions causing the call of the meeting may allow.

(d) Written notice of an emergency meeting is not required; however, the public shall be given such notice as is deemed appropriate and circumstances permit by the person calling the emergency meeting.

(e) As soon as practicable, the person calling an emergency meeting shall notify the Secretary as to the date, time and place any emergency meeting was held, the purpose of the meeting, the names of the Commissioners present, the matters brought before the Board at the meeting and the vote of each member as to each such matter. The Secretary shall reduce this information to writing and provide all Commissioners with a copy of same. One copy signed by each Commissioner present at the emergency meeting shall be inserted by the Secretary in the minute book.

(f) Only matters which directly relate to the emergency condition which gave rise to the call of the meeting may be properly brought before the board at an emergency meeting.

(g) Unless otherwise specifically provided herein, all of the provisions for special meetings shall apply to emergency meetings.

B. Open Meetings

All meetings of the Board or any Committee thereof shall be conducted in conformity with the Louisiana Open Meetings Law, and every meeting shall be open to the public unless closed pursuant to the executive session guidelines.

The public shall be notified as to the time, date and place and agenda of all meetings and any matter which will be discussed in executive session.

C. Agenda

All requests that an item be placed on the regular agenda shall be made by a Board member, executive director of a levee district in the Authority's territory, or Regional Director, if any. Any of them desiring that a matter be placed on the agenda shall advise the Board secretary not later than seven (7) business days prior to the regular meeting; and the Board secretary shall cause such matters to be placed on the agenda.

Written notice of the time, place and agenda of regular meetings shall be sent to each board member via U.S. or electronic mail not later than forty-eight (48) hours prior to each such meeting. Notice shall be deemed to have been given to, or waived by, any board member who is present at any such meeting.

By motion unanimously approved by the members present, a matter may be added to the agenda. The matter shall be identified in the motion with reasonable specificity, including the purpose for the addition to the agenda. The President shall allow for public comment on any such motion.

§10. Quorum

The presence in person of a majority of the sitting board members shall constitute a quorum to do business. A board meeting called on due notice may be organized for the transaction of business whenever a quorum is present. When a quorum is present at any meeting, a favorable vote of a majority of the total voting membership of the Board shall be required to take action, except as provided herein.

A decision to convene into executive session requires a vote of two-thirds (2/3) of the voting membership present.

Approval of a proposed project shall require the favorable vote of at least two-thirds (2/3) of the total voting membership of the board, regardless of whether the project is limited to one or more levee districts within the territorial jurisdiction of the authority.

§11. Minutes

The Secretary or his designee shall prepare and keep minutes of all Board Meetings. The minutes shall be kept at the Board's official domicile in accordance with state law and these bylaws. The minutes shall indicate the date, time and place the meeting was convened, the Board members recorded as either present or absent, the nature of any discussions, and the substance of all decisions rendered. Any member may request that a record be made of any votes taken.

§12. Voting

All board members shall be voting members.

All votes by board members must be by voice vote and recorded in the minutes of the meeting. Proxy voting, secret balloting or any other means of voting is specifically prohibited.

§13. Parliamentary Authority

1. Roberts' Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure of this board not otherwise covered by these bylaws.

2. After the business noted on the agenda or on the call of the meeting has been disposed of by the board, a commissioner may have the board consider such matters as may be properly brought before it, provided that all the voting members present so agree.

ARTICLE IV OFFICERS

§1. Officers and Elections

Officers of the Board are designated as President, Vice-President, Secretary, and Treasurer and shall be elected from among its members at the regularly scheduled June meeting. Officers shall assume their duties July 1.

§2. Removal of Officers

Officers shall be elected to serve one (1) year terms. An elected officer may only be removed from office prior to the expiration of his elected term by a two-thirds (2/3) vote of the Commissioners voting in favor of said removal at a regularly scheduled meeting of the Board. Officers shall be removed only for good cause.

If a vacancy occurs among the officers of the board, because of resignation, death, removal or disqualification, an election to fill the vacant office shall be held at a regular meeting within sixty (60) days from the date of the vacancy.

An officer of the Board whose term as a Commissioner shall have expired, but who still retains the qualifications required by law to be a Commissioner, shall continue to serve as a Commissioner and as an Officer of the board, with full power, until his or her successor shall have been duly appointed and qualified.

§3. Duties of the President

1. The President shall perform such duties as are usually incumbent upon such officer. The powers and duties of the President are, as follows:

- (a) To act as the Chief Executive Officer of the Authority;
- (b) To preside as Chairman at all meetings of the Board, with the right to vote on any matter before the Board;
- (c) To assure that state laws pertaining to the purposes and functions of the Authority, and the resolutions and ordinances of the Board are faithfully observed and executed;
- (d) To call special and emergency meetings of the Board; to act for the Board in emergency matters, but only on such matters as have been granted to him by resolution of the Board;
- (e) To appoint members and designate a chairperson for each standing committee;
- (f) To act as appointing authority for all employees of the Authority, subject to the provisions of Article VI Section 5 below;
- (g) To have all other executive powers necessary and proper to a President of a Flood Protection Authority;
- (h) To serve as ex officio member of all Committees; and
- (i) The President shall on behalf of the Secretary attest to any official document of the Board with his/her signature and, when required, with the impress of the Board's official seal in the absence of the Secretary when such document is needed for an immediate purpose.

2. By a vote of two-thirds (2/3) of the total voting membership of the Board, any decision, action, or policy made by the President can be modified or annulled, provided however, that contractual obligations shall not be affected thereby.

§4. Duties of the Vice President

The Vice President shall perform such duties as are usually incumbent upon such officer. The powers and duties of the Vice President are:

(1) To perform the duties and exercise the powers of the President in the absence, inability or failure to act of the President;

(2) To perform such additional duties as directed by the President or the Board.

§5. Duties of the Secretary

The Secretary shall perform such duties as are usually incumbent upon such officer. The powers and duties of the Secretary are:

(1) To attest any official document of the board with his/her signature and, when required, with the impress of the board's official seal.

(2) To give, or cause to be given, notice of all meetings of the Board and Committees, and all other notices required by law or these bylaws.

(3) To record, or cause to be recorded, all the proceedings of the meeting of the Board and its Committees, and shall publish in the Board's Official Journal, the proceedings of all regular, special and emergency meetings of the Board, and shall perform such other duties as are usually incumbent upon a secretary.

(4) To call the Board together to fill the office of President in case of vacancy.

(5) To perform such additional duties as directed by the President or the Board from time to time.

(6) To perform the duties usually incumbent upon a Treasurer if there is a vacancy in the office of Treasurer.

§6. Duties of the Treasurer

The Treasurer shall perform such duties as are usually incumbent upon such officer. The powers and duties of the Treasurer are:

(1) To keep accurate and regular books of accounts of the transactions and financial condition of the Authority;

(2) To supervise the preparation of the annual operating and capital budgets of the Authority;

(3) To serve as Chairperson of the Board's Finance Committee;

(4) To perform such additional duties as may be directed by the president from time to time.

ARTICLE V COMMITTEES

§1. COMPOSITION OF COMMITTEES

The following are Standing Committees of the Board:

1. Executive Committee

This committee shall be composed of the President, Vice President, Secretary and Treasurer of the Board and shall operate under the direction of the President for any purpose, in accordance with any applicable law and these bylaws.

2. Finance Committee

This committee shall oversee all matters concerning the budgetary and fiscal matters of the Authority and subject levee districts, and shall advise and make recommendations to the Board when such matters are presented.

3. Legal Committee

This committee shall oversee all matters of a legal nature concerning the Authority and levee districts, including preparation of and revisions to the Board's governing documents, and shall advise and make recommendations to the Board when such matters are presented.

4. Routine and Emergency Operations Committee

This committee shall be responsible for the development and revision of the routine and emergency operating procedures for the Authority and each of the levee districts within its territorial jurisdiction, as well as the implementation of said procedures and evaluating the performance of each levee district pertaining thereto.

5. Special Issues Committee

This Committee shall be responsible for the review and evaluation of special matters, as they may arise and are requested by the Board or its President.

6. Committee Procedures

a. The members of all Committees shall perform such duties and functions as the President or the Board shall determine. Each Committee shall be composed of no more than four (4) Board members and such other persons as the President may deem beneficial. A Board member who is not a member of the Committee may attend the Committee's meeting, but he may not vote nor participate as required by R.S. 42:4.0 et seq.

b. An Executive or Regional Director, or his or her designee, shall cause such matters to be brought before the relevant committee for review in a timely manner.

c. The Board by a majority of the total voting membership of the Board at any regular meeting may appoint any such Committee or may establish Standing or Special Committees by resolution, notwithstanding the provisions set forth in Article IV(3)(A)(6). The President may appoint the Standing or Special Committee chairpersons and members as he deems necessary and appropriate. The members of all Committees shall serve at the pleasure of the President.

§2. MINUTES OF COMMITTEE MEETINGS

All Committees shall keep minutes of their meetings and shall report their recommendations to the Board in writing. Said minutes shall be kept at the Board's official domicile and shall indicate the date, time and place the meeting was convened, the Board members recorded as either present or absent, the nature of any discussions, and the substance of all decisions rendered.

§3. PROCEDURE

Each committee shall meet at such times as is deemed necessary and at any time on the call of its Chairman. The Chairman shall conduct all meetings in accordance with law and these bylaws.

The purpose of committees is to act in an advisory capacity to the Board and its President and to make such recommendations as it deems appropriate in those areas for which the Committee is organized. Unless expressly authorized by a resolution of the Board, a Committee shall have no power to act on its own authority. The Chairman of the committee shall report its recommendations to the Board in writing, which may or may not adopt or act on such recommendations.

No recommendation or action of any Committee shall be binding upon the Board until such action is approved at a regular meeting of the Board, provided, however, that nothing therein shall prohibit the Board from giving advance authority to a Committee to act on routine matters.

§4. NOTICE

A committee shall give twenty-four (24) hours' notice of its regular and special meetings.

§5. REMOVAL

Any committee member may be removed by a majority of the entire Board. Any vacancies occurring in any Committee shall be filled by the President.

§6. QUORUM

The presence, in person, of two (2) or more committee members shall constitute a quorum for committee meetings. All committee members may vote to make a recommendation to the Board.

ARTICLE VI EMPLOYEES

The Authority may employ such employees as it deems necessary for proper functioning of the Authority and/or the levee districts within its jurisdiction, according to law.

§1. ADMINISTRATIVE ASSISTANT TO THE BOARD

The Board may hire an Administrative Assistant to assist the Board in the execution of its duties and with any clerical or administrative tasks and duties as are usually incumbent upon a person in such a position.

At the direction of the Secretary, the Administrative Assistant shall: (1) maintain at the principal office, minutes of all meetings of the Board, including the time and place of the meetings, the names of those present, and the proceedings thereof; (2) keep a membership register showing the names and addresses of the Commissioners; (3) give notice of the meetings of the Board; (4) assist in preparation of minutes, resolutions, and any other matters related to duties of Secretary to the Board; (5) poll Commissioners prior to each regular meeting to establish that a quorum will be present; and (6) keep a list showing the names and address of the members of the Committees of the Board.

The Board may establish the duties and qualifications of the Administrative Assistant in addition to any established by the State of Louisiana.

§2. COUNSEL TO AUTHORITY

1. The state attorney general and his assistants shall advise and provide counsel to the Board in any and all matters when called upon to do so.

2. The Board may hire one or more attorneys to represent it and offer advice and assistance of a legal nature.

The Board may establish the duties and qualifications of the Counsel to Authority in addition to any established by the State of Louisiana.

§3. ENGINEERS

The Board may hire one or more Engineers as it deems appropriate and set the salary or compensation of each.

The Board may establish the duties and qualifications of the Engineers in addition to any established by the State of Louisiana.

§4. REGIONAL DIRECTOR

The Board may hire a Regional Director who shall serve at the pleasure of the Board.

In addition to the qualifications and duties prescribed by law, the Board shall fix the qualifications, duties, and salary of the Regional Director. The Board may establish the duties and qualifications of the Regional Director in addition to any established by the State of Louisiana.

§5. APPOINTMENT OF EXECUTIVE STAFF

The President shall retain the authority to hire all unclassified employees without approval of the Board except for the Administrative Assistant, Executive Counsel, Director of Engineering and Regional Director. The Administrative Assistant, Executive Counsel, Director of Engineering and/or Regional Director can only be terminated with a majority vote of the Board. Salary adjustments for Executive Counsel, Director of Engineering and/or Regional Director shall require Board approval.

Should the position of Administrative Assistant, Executive Counsel, Director of Engineering, and/or Regional Director become vacant, the President may appoint an interim in-house employee to fill the position until a permanent appointment is approved by the Board. For the permanent position, the Board shall determine in a public meeting whether to advertise the vacancy or to fill it with in-house personnel. The President shall recommend an individual for selection and hiring of a permanent Administrative Assistant, Executive Counsel, Director of Engineering or Regional Director along with a recommended salary, with the permanent appointment and salary subject to a majority vote of the Board.

§6. ORGANIZATION CHART

Require the Executive Director to publish a detailed organization chart showing reporting responsibilities of all employees, their titles and grade level, designating which are unclassified. The chart should be published on the FPA website, published annually and when significant changes occur.

ARTICLE VII ADMINISTRATION

§1. FISCAL YEAR

The Board's fiscal year shall be from July 1 to June 30.

§2. OFFICIAL JOURNAL

The Official Journal of the Board shall be determined by the Board annually.

§3. DISBURSEMENT OF FUNDS

1. All Authority obligations regardless of amount must be paid by check or electronic transfer. General disbursement checks shall be signed by any two members of the Executive Committee or those designated by Board resolution.

2. The Board may, by resolution, authorize other officials or employees of the Board to sign and countersign checks, or use facsimile stamps of the President, to be used in case of emergency, with one original signature and one facsimile stamp.

3. The Finance Committee shall review the annual operating and capital budgets of the Authority and the levee districts under its jurisdiction and make recommendations to the Board. The Finance Committee shall review any necessary adjustments to the annual operating and capital budgets of the Authority and levee districts under its jurisdiction.

§4. AUDITOR

The Auditor of the Board shall be the Legislative Auditor, a Certified Public Accountant or a firm of Certified Public Accountants approved by the Board as per R.S. 38:322. The Legislative Auditor shall conduct an annual audit pursuant to R. S. 24:516(A).

§5. INVENTORY OF ASSETS

The Board shall maintain records of all land, building, improvements, equipment and any other general fixed assets for which the Board is accountable.

ARTICLE VIII OPERATIONS AND MAINTENANCE MANUAL

The Board may adopt an Operations and Maintenance Manual that includes, at a minimum, the procedures for inspection and maintenance of all equipment, other assets and structures within the territory and jurisdiction of the Authority that may relate to flood control.

ARTICLE IX POLICY AND PROCEDURES MANUAL

The Board may adopt a Policy and Procedures Manual that includes, at a minimum, an (1) organizational structure of the Authority and subject levee districts; (2) procurement, contracting and competitive selection process; and (3) Board approved Disadvantaged Business Enterprises (DBE) guidelines.

ARTICLE X AMENDMENT OF BYLAWS

1. These bylaws may be altered or amended at any regular meeting of the Board by a vote of two-thirds (2/3) of the total voting membership of the Board.

2. In voting on all alterations or amendments to the bylaws, no such alteration or amendment shall be considered unless a notice of intention to alter or amend the bylaws and the proposed alteration or amendment has been given in writing to each board member not less than twenty (20) days prior to the regular meeting at which such amendment is to be voted upon.

ARTICLE XI EFFECTIVE DATE OF BYLAWS

1. These bylaws shall become effective upon adoption by the Board.

2. In the event that any provision of these bylaws is contrary to law, such provision shall be considered null and void and the matters so provided for shall be controlled by applicable law, however, the validity of all other provisions herein shall not be affected thereby.

Adopted: December 17, 2009 Board of Commissioners

(Affix Seal)