

On motion of Jon McGill and seconded by Harry Stumpf, the following resolution was offered:

A resolution to adopt the following by-laws as the By-Laws of the Timberlane Neighborhood Improvement and Beautification District

“BY-LAWS OF THE TIMBERLANE NEIGHBORHOOD IMPROVEMENT AND BEAUTIFICATION DISTRICT

Article I. NAME AND BOUNDARIES

Section 1. There is established by the State of Louisiana, and the Parish of Jefferson, the **Timberlane Neighborhood Improvement and Beautification District (hereinafter, the “District” or “TNIBD”)**. The District is a special taxing district and political subdivision of the State of Louisiana, and it has all of the powers and privileges granted by the Constitution and Statutes of the State of Louisiana to such subdivisions, including the authority to incur debt, to issue certificates of indebtedness, to acquire property located within the boundaries of the District, to issue bonds and, upon a majority vote of the electorate of the District, to levy and collect taxes, special assessments and fees; and the District shall have full power and authority to perform any function it deems appropriate, incidental and necessary for achieving the purposes of the District; however, the District shall not be authorized to acquire property by expropriation. The boundaries of and property within the District are established and set forth in **ORDINANCE NO. 25712** of the Jefferson Parish Council adopted on December 5, 2018, as may be amended. The District is governed by a Board of Commissioners (“the Board”) consisting of five (5) members chosen as set forth herein below.

Article II. GENERAL DUTIES & RESPONSIBILITIES OF THE BOARD

Section 1. Board of Commissioners: The Board shall promote and encourage the improvement, beautification, and overall betterment of the District in order to add to the quality of life of the District residents by maintaining property values, increasing the tax base, fostering economic growth and providing for recreational activities. The Board of Commissioners shall exercise those powers granted by La. R.S. 33:9099.3, et seq.

Section 2. Annual Report: Beginning with the year 2020, on or before March 31st of each year, the District shall prepare an annual report. Copies shall be made available to the public. The report may include, but shall not be limited to:

- (a) Meeting agendas, minutes and sign in sheets;
- (b) An annual financial report; and
- (c) A report on any existing plan, as identified in Article V, Section 1.

The report may be produced electronically and posted on the District website.

Section 3. Programs: The District may conduct neighborhood or community enhancement campaigns. It may also conduct programs in conjunction with existing activities, provided that such activities on behalf of the District are not completely duplicative of programs or services already available.

Section 4. Budget: The District shall adopt an annual budget, in accordance with the Louisiana Local Government Budget Act, R.S. 39:1301 et seq. The District shall be subject to audit by the legislative auditor pursuant to R.S. 24:513.

Section 4.1. Accounting Year: The District's accounting year shall be a fiscal year beginning April 1st and ending March 31st.

Section 5. Powers: The District shall have the power to acquire, lease, insure, and sell real immovable and moveable property and enterprises within the boundaries of the District in accordance with District plans. In addition, the District may perform or have performed any other function or activity necessary for the achievement of its primary objective of encouraging improvement, beautification, value and overall betterment of the District.

Article III. GOVERNANCE:

Section 1. Members, Elections and Terms: In order to provide for the orderly development of the District and effectuation of the services to be furnished by the District and to provide for the representation in the affairs of the District of those persons and interests immediately concerned with and affected by the purposes and development of the area, the District is governed by a five-member board of commissioners.

To be eligible for election and to serve on the Board and to continue to serve on the Board, the individual, shall own property within the District, not have any overdue property taxes on any property within the District, shall be a qualified voter and resident of the District and shall be selected, determined and serve as follows:

1. The president of the Timberlane Estates Improvement Association (the "TEIA") shall be a Board member ex officio and shall serve for a term of one (1) year to coincide with his/her term as TEIA president.
2. The property owners of the properties comprising the Timberlane Neighborhood Improvement and Beautification District shall elect four members at-large, whose terms shall be staggered as follows:
 - a. At the initial election, the two highest vote recipients shall serve two-year terms; and the next two highest vote recipients shall serve one-year terms.

- b. In all subsequent elections, the highest two vote recipients running for open seats shall be elected to two-year terms.
3. Unless otherwise provided by law, each property within the Timberlane Neighborhood Improvement and Beautification District is afforded one ballot for the election of District commissioners. Each parcel subject to taxation within the District will be entitled to one vote for the election. Only one owner of each parcel subject to taxation within the District according to the assessment rolls of the Assessor of Jefferson Parish shall have the right to cast the vote for that parcel (one parcel, one vote). If a property is owned by a partnership or corporation, the ballot shall be executed by the individual designated by resolution of the partnership or corporation, and the resolution shall be attached to the ballot. If a property is owned by a Trust, an estate or is under succession administration, the ballot shall be executed by the duly appointed Trust, estate or succession representative; and a certified copy of the document evidencing such appointment shall be attached to the ballot.
 4. For 2019 and subsequent years, the top two candidates receiving the highest number most votes will be elected to the two open seats for a two-year term.
 5. Beginning in 2019, elections shall be held annually in October with elections for open seats. All terms of office shall begin on January 1st following the election.
 6. Candidates shall complete and deliver the Official Candidate Qualifying Form to the Board at the then current TNIBD address not later than 6:00 pm Central Time on October 15th. If October 15th is a Saturday, Sunday or legal holiday, the deadline for receipt of Official Candidate Qualifying Forms shall be extended to the day following October 15th which is not a Saturday, Sunday or legal holiday.
 7. A candidate forum shall be scheduled by the Board to be held at the #1 Timberlane Drive, Gretna, LA 70056 or such other place as determined by the board and notice given no later than 10 days following the deadline for receipt of Candidate Qualifying Forms during which each candidate will be given at least three minutes to address attendees.
 8. The owner of each parcel within the District as shown on the public records of the Jefferson Parish Assessor will receive one ballot for each parcel. Parcel owners shall select candidates up to the number of open seats to be elected. If more candidates than the number to be elected is selected, the ballot will not be counted. Ballots shall be returned by parcel owners to and shall be received by the CPA or other non-interested qualified person selected by the Board no later 6:00 pm October 30th. If October 30th is on a Saturday, Sunday or legal holiday, the deadline for return and receipt of ballots shall be extended to the day

following October 30th which is not a Saturday, Sunday or legal holiday by 6:00 pm CST.

9. The ballots shall be timely verified and tabulated by the person receiving the ballots and the person shall certify the results to the Board. The Board shall expeditiously notify the candidates of the results of the election and posting the results to the TNIBD website.

In the event of a vacancy the Board shall appoint a commissioner by majority vote of the remaining commissioners excluding the Chairperson who shall only vote in case of a tie. If the Chairperson position is vacant, then the Board shall appoint a commissioner by majority vote of the remaining commissioners excluding the vice Chairperson, who shall only vote in case of a tie. The vacancy shall be filled not later than the second meeting of the Board following the vacancy.

Board members shall serve until their successors take office. Nothing in this Section precludes any board member from serving successive terms.

Section 2. Bylaws: The Board may adopt such additional rules and regulations as it deems necessary or advisable for conducting its business affairs. These shall be adopted in the form of an amendment or supplement to these by-laws. The Board shall hold regular meetings as shall be provided in these bylaws and may hold special meetings at such times and places within the Parish of Jefferson or elsewhere as it deems advisable. These by-laws and any amendment or supplement to these by-laws shall be made available for inspection and comment.

Section 3. Meetings: Regularly scheduled meetings of the Board shall be held on the third Thursday of every month at 6:30 pm central time at #1 Timberlane Drive, Gretna, Louisiana 70056 or such other place designated by the board and notice given as provided by law. Special meetings may be called by the Board with notice given of the date, time, place and agenda as provided by law. A majority of Board members shall constitute a quorum for the transaction of business. The Board shall keep minutes of all meetings and shall post them to the TNIBD website within 7 days of approval. The minutes may be kept in any electronic format, including audio recordings. Any person requesting a copy of the minutes shall be responsible for payment of all necessary costs to duplicate said minutes. The Board meetings shall be conducted in accordance with Robert's Rule of Order to the extent practicable. A majority of the Board members present at a meeting can suspend or waive any such rule that they deem to be unworkable or burdensome as it pertains to any particular matter or order of business. A failure to object during a meeting shall constitute a waiver.

Section 4. Removal of Commissioner(s): Any or all Commissioners may be removed at any time for good cause by action of a 2/3 vote of the total Commissioners at a meeting wherein a quorum is established. Good cause shall include, but not be limited to, circumstances in which a Commissioner should miss four meetings in any one year, or

three consecutive meetings, or suffer a delinquency of District taxes of greater than one year.

Section 5. Compensation for Commissioners: Commissioners shall serve without compensation; however, they may be reimbursed for expenses for the conduct of official District affairs, in accordance with the rules herein delineated pertaining to the management of official District affairs and upon rendering supporting documentation such as cash register receipts, invoices, etc.

Section 6. Policy Statements: Individual Commissioners, unless authorized by a majority vote of the Board, shall not make public statements for the Board or District or assume obligations for the Board or District.

Section 7. Votes of the Board: All Commissioners shall have equal voting rights following the principle of one person, one vote.

Section 8. Commissioner Correspondence: Public communications by individual Commissioners (i.e.; requests for information, inquiries on behalf of constituents, etc.) shall be personal and distinguished from official Commission notices.

Section 9. Quorum: The Board may declare a quorum and take official action if a majority of the Commissioners of the Board are present. In the absence of a quorum, Commissioners present at a duly noticed meeting may fix the time which to adjourn, recess or take measures to obtain quorum.

Section 10. District Equipment and Supplies: Equipment and supplies purchased with District funds or donated to the District belong to the District and are not to be appropriated for personal use.

Article IV. OFFICERS

Section 1. Election of Officers: The Board shall elect a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Board may elect such other officers as it deems necessary. The election of Board officers shall take place no later than the regularly scheduled February meeting following the TEIA election of officers.

Section 2. Voting: Officers of the Board shall be elected by a majority vote of the quorum present of the Board members. If no candidate has a majority vote of all Board members, there shall be a run-off election between the two candidates having received the most votes.

Section 3. Conflict of Interest: No officer shall use his or her official position or office to obtain personal or financial gain for himself or herself, any member of his or her family or household, or any business with which he or she or a member of his or her family or

household is associated. Officers must reveal any direct or indirect conflict of interest prior to a vote. An officer may not vote on any matter on which he or she has a conflict of interest. Voting on a proposal when one has a conflict of interest may be good cause for removal from the Board of Commissioners.

Section 4. Duties/Responsibilities of Chairperson: The Chairperson shall serve as the convener of the District and shall chair all meetings. The Chairperson may rule on procedural questions. Such rulings may be overturned by a majority vote of the Board. The Chairperson shall also be responsible for supervision of any District Staff who may be hired.

Section 5. Duties/Responsibilities of Vice-Chairperson: The Vice-Chairperson shall fulfill the obligation of the Chairperson in his or her absence.

Section 6. Duties/Responsibilities of Secretary: The Secretary shall be responsible for recordation and of the minutes and archives of the District, and for making copies available to residents of the District on reasonable request. The Secretary shall be responsible for general correspondence of the District, notices of public meetings, as well as maintaining records of all activities, including a record of notices received and District responses to these notices.

Section 7. Duties/Responsibilities of Treasurer: The Treasurer shall develop an annual fiscal budget and such revisions as may be required during the year, for approval by the Board. The annual fiscal budget shall be made available to the public prior to its approval. Quarterly financial reports will also be prepared by or on behalf of the Treasurer within 45 days of the close of each fiscal quarter. Information provided by the District on this form will consist of the beginning cash balance, a summary of all receipts and expenditures, and the ending cash balance. The monies, funds and accounts of the District shall be in the official custody of the Board.

If required by law, the Treasurer and the Chairperson shall be bonded in accordance with Louisiana law and regulations.

The Treasurer shall authorize in writing and record in the District books of accounts each expenditure of funds by the District. The Treasurer may disburse to another Commissioner or employee of the District amounts not in excess of \$200 out of petty cash funds. Receipts of said expenses shall be submitted. The Treasurer shall with the, Chairperson or Vice-Chairperson in the absence of the Chairperson, cosign all checks or withdrawal instruments from any District account. In the absence of either or when one of them is also the payee, any other officer listed in the records of the bank may cosign. No payee shall be permitted to cosign any check. There shall be no less than two signatories on District bank accounts.

Article V. ASSESSMENT OF FEES AND TAXES

Section 1. The Plan. The Board shall prepare, or cause to be prepared, a plan or plans, referred to in this Section as the "plan", specifying the public improvements, facilities, enterprises and services proposed to be furnished, constructed, or acquired for the District, and it shall conduct such hearings, publish such notices with respect thereto, and disseminate such information as it, in the exercise of its sound discretion, may deem to be appropriate or advisable and in the interest of owners of property in the District.

Any plan shall include:

- (a) An estimate of the annual and aggregate cost of acquiring, constructing, or providing the services, improvements, enterprises or facilities set forth therein;
- (b) An estimate of the cost required for the implementation or effectuation of the plan;
- (c) Identification of any source of financing and the general terms thereof; and
- (d) A description of the benefits of the plan to property owners within the District.

The Secretary shall provide the public with notice and opportunity to comment upon any initial draft of a plan.

Section 2. Taxing Authority: As set forth in Jefferson Parish **ORDINANCE NO. 25712**, the District is a special taxing district and political subdivision of the State of Louisiana. It has all of the powers and privileges granted by the Constitution and Statutes of the State of Louisiana to such subdivisions, including the authority to incur debt, to issue certificates of indebtedness, to issue bonds, to acquire, sell and lease property and enterprises located within the boundaries of the District, and, upon a majority vote of the electorate of the District, to levy and collect taxes, special assessments and fees. The District shall have the full power and authority to perform any function that it deems appropriate, incidental and necessary for achieving the purposes of the District.

Pursuant to this authority:

- (a) The governing authority of the Parish of Jefferson is hereby authorized to levy and collect special taxes or fees, as authorized by the District, subject to and in accordance with the provisions of this section.
- (b) The amount of the tax or fee shall be as requested by duly adopted resolution of the Board. The tax shall be a special ad valorem tax levied on taxable property in the District. The fee shall be a fee levied on each parcel located in the District.
- (c) The owner(s) of the property shall be responsible for payment of the tax or fee. The tax collector shall submit the bill for the tax or fee to the owner. Each owner shall remain liable for the entire amount until it is paid.

- (d) For purposes of this Section, "parcel" means a lot, a subdivided portion of ground, or an individual tract and does not mean a "condominium parcel" as defined in R.S. 9:1121.103(7).
- (c) The tax and/or fee shall be imposed only after the question of its imposition has been approved by a majority of qualified voters of the District, voting at a regularly scheduled primary or general election held for that purpose or a special election called for that purpose in accordance with the Louisiana Election Code. No other election shall be required except as provided by this Paragraph
- (f) The tax or fee shall be collected in the same manner and at the same time as all other ad valorem taxes on property subject to taxation by the city and/or parish are levied and collected.
- (g) Any such unpaid tax or fee will be added to the tax rolls of the Parish and shall be enforced with the same authority and subject to the same penalties and procedures as are unpaid ad valorem taxes.
- (h) The proceeds of such tax or fee shall be used solely and exclusively for the purposes and benefit of the District, as determined by the Board. The proceeds shall be paid over to the Parish of Jefferson, day by day as the same are collected and received by the appropriate officials and maintained in a separate account. The proceeds shall be paid out solely for the purposes herein provided upon warrants or drafts drawn on the account by the appropriate officials of the Parish and the Treasurer and Chairperson or Vice-Chairperson of the District:

Article VI. MEETINGS

Section 1. Public Meeting Requirements: All meetings of the Board at which a quorum is present shall be open to the public, except for those portions of the meeting that constitute executive sessions.

Section 2. Official Action: No official action may be taken by the Board unless a quorum of Commissioners is present and voting at that meeting.

Section 3. Types of Meetings:

- (a) **Business Meetings:** Regular business meetings shall be held not less than once each quarter to consider matters before the District. Voting will be limited to the Commissioners. Public input will be allowed prior to voting at the discretion of the Chairperson.
- (b) **Special Meetings:** Special Meetings may be called by the Chairperson, or by request of three Commissioners. If a special meeting is set, the Board can cancel the regularly scheduled month's meeting provided that, in that month, at least one meeting is held.

(c) **Cases of extraordinary emergency:** Extraordinary Emergency meetings may be called by the Chairperson, or by request of three Commissioners, as allowed and provided by law.

Section 4. Public Notice of Meeting: No less than 72 hours' notice shall be given by the Board of its regular meetings, except when shorter notice for good cause is necessary, by any means permitted by law. Special meetings may be called upon 24 hours' notice. Emergency meetings may be called in accordance with Louisiana law

Section 5. Agenda: The Chairperson is responsible for distribution of a proposed agenda to the Commissioners in advance of each Business and Special meeting. The Chairperson shall distribute the proposed agenda at least 24 hours in advance of the scheduled meeting. The Chairperson shall determine when new business which is raised will be voted upon. However, upon a motion carried by a unanimous vote of the Board, new business shall be permitted to be discussed and voted upon at the current meeting. The Secretary shall post the final agenda at the time that the meeting notice is given.

Section 6. Incorporation of Resident Views: Resident views, in the form of letters, discussions, debate and votes, should be considered in all positions taken by the Board. The Board, in its discretion, may decide what use to make of such views.

Section 7. Dissemination of Information: The Chairperson shall be the official spokesperson for the actions, recommendations, and official positions of the District. No person shall represent the District without having obtained formal authorization from the Board or the Chairperson. The Board shall establish such mechanisms as will insure the dissemination of information with respect to the District.

Section 8. District Actions, Recommendations, Official Positions: District actions, including amending these Bylaws, shall be approved by a simple majority of the votes cast by the Commissioners.

Section 9. Joint Meetings: The District may hold joint meetings with other Commissions or co-sponsor meetings with other civic organizations to deal more effectively with citizen concerns or solicit constituent views on matters that transcend the District boundaries. The Chairperson may designate another Commissioner or a member of a standing or ad hoc committee to represent the District at these meetings and to act as a liaison to other Commissions on matters of mutual interest. Individuals so designated shall be considered on official business while performing attending such functions.

Article VII. VOTING

Section 1. Form of Vote: Voting shall be in the form of "Yay" or "Nay". No Board member shall be permitted to abstain from voting unless said member has a conflict of interest and said conflict is made a part of the record: All votes shall be recorded.

Section 2. Definition of Voting Majority: For a matter to pass, it must receive more than half of the votes of those Commissioners present at that meeting.

Article VIII. COMMITTEES

Section 1. Categories: There shall be two categories of District committees:

- (a) **Standing Committees:** Standing committees are those established as permanent bodies by a majority vote and which shall be composed initially of at least one Commissioner. The Standing Committee shall correspond to the areas of greatest District concern.
- (b) **Ad Hoc Committees:** Established as temporary bodies by majority vote, to address internal matters or a specific issue or need.

Section 2. Chairperson's Role: The District Chairperson shall serve as an ex-officio member of all committees.

Section 3. Committees Responsibilities: Committees shall receive materials and act on requests from the Board and may develop additional information as needed in order to make recommendations to the Board. They shall not act on behalf of the Chairperson or represent their recommendations as official District policy to others, without having obtained the formal authorization of the Board.

Section 4. Appointment and Removal of Committee Members: The Chairperson shall appoint the committee Chairperson and members of each committee. The Board shall have the power to remove committee Chairpersons by majority vote of the Board. Any resident of the District shall be eligible to be appointed as a committee member or Chairperson.

Article IX. PARLIMENTARY AUTHORITY

Section 1. Robert's Rules of Order Revised: Shall govern the District in all cases in which they are not inconsistent with these Bylaws and any special rules of order that the District may adopt.

ARTICLE X. GENERAL FINANCES

Section 1. Solicitation or Acceptance of Funds: The District may solicit funds and may accept contributions in the form of cash, incorporeal rights, services, tangible movable and immovable property, or any other form.

Section 2. Depositories: The Board shall, by a resolution approved by a majority of Commissioners, designate financial institutions within the Parish of Jefferson as depositories of District funds.

Section 3. Treasurer Vacancy: No expenditure shall be made by the District during a vacancy in the Office of the Treasurer or at any time when a current, accurate, and approved budget is not on file with District. In the event of a vacancy, the Board may appoint an Interim Treasurer, pending the election.

Article XI. RETENTION OF LEGAL COUNSEL AND OTHER POWERS

Section 1. Legal Counsel: The Board may employ or retain legal counsel which in its discretion it deems necessary or advisable. Should the Board determine that legal redress is required, it may initiate a legal action in the courts of the State of Louisiana or in the Federal Courts, where allowed. The board, through the Chairperson, is authorized to retain special legal counsel to assist the Board both in determining the Districts rights and liabilities and in prosecuting and defending litigation. Communication with legal counsel by the full Board shall take place in executive session. The Chairperson, and his or her designees, may also communicate with counsel outside of the meeting process.

Section 2. Incorporation and Commissioner Liability: The District has the authority to incorporate. Whether the District is incorporated or not, no Commissioner may be held individually liable for actions taken as an elected Commissioner. The Commissioners shall have the benefit of the broadest protections against personal liability available under law.

Section 3. Hiring: The District may hire employees, pay for professional services, and accept volunteer services on a full or part time basis. Employees shall serve at the pleasure of the Board. Persons hired by the District shall meet the qualifications established in a position description drawn up by District. The District shall not hire present members of the Board nor any Board member's immediate family.

Article XII. AMENDMENT OF BYLAWS

Section 1. Copy of Bylaws: The District shall maintain an up-to-date copy of these bylaws and all amendments herein.

Section 2. Revision of Bylaws: Revision of these Bylaws shall be made by a majority vote of the Board upon reading of proposed revisions at a lawfully scheduled business meeting.

Section 3. Bylaws Consistent with Current State and Federal Law: These Bylaws shall be kept consistent with current state and federal law.

Section 4. Public Access to Bylaws: A current copy of these Bylaws and amendments shall be available for public inspection.

ARTICLE XIII – INDEMNIFICATION

Each Officer and each Commissioner of the Board shall be fully defended, indemnified and held harmless by the District from and against any and all liabilities and related expenses, including attorney's fees reasonably incurred or imposed on him or her in connection with any proceeding in which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been an Officer or Commissioner of the Board, or any settlement pre-approved by the Board, regardless of whether he or she is an Officer or Commissioner at the time such expenses are incurred, unless the Officer or Commissioner is adjudged guilty of willful malfeasance or misfeasance in the performance of his or her duties. The above described right of defense and indemnification shall not be exclusive of all other rights to which such Officer or Commissioner may be entitled, such as insurance coverage, but shall be in addition to such other rights. “

These By-Laws having been submitted to a vote of the Board of Commissioners acting as the governing authority of Timberlane Neighborhood Improvement and Beautification District, Parish of Jefferson, State of Louisiana, the vote thereon was as follows:

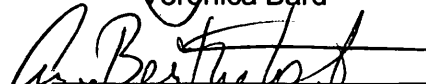
YEAS: 5 NAYS: 0 ABSENT: 0 ABSTAINING: 0

These By-Laws were declared adopted by the Board of Commissioners acting as the governing authority of Timberlane Neighborhood Improvement and Beautification District, Parish of Jefferson, State of Louisiana on this the _____ day of _____ 2019

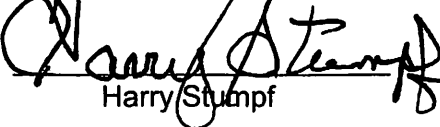
COMMISSIONER:



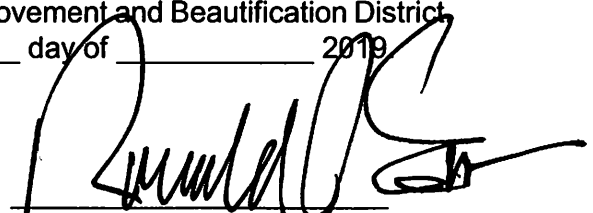
Veronica Bard



Ann Berthelot



Harry Stumpf



Ronnie Evans



Jon McGill