

## South Central Planning & Development Commission

5058 W. Main Street; Houma, LA 70360-4900 • Post Office Box 1870; Gray, LA 70359  
Phone: (985) 851-2900 • Facsimile: (985) 851-4472

Serving:  
Parishes: Assumption • Lafourche • St. Charles • St. James • St. John • Terrebonne  
Municipalities: Golden Meadow • Gramercy • Lockport • Litcher • Napoleonville • Thibodaux



March 9, 2016

Honorable Larry Cochran  
St. Charles Parish President  
PO Box 302  
Hahnville, LA 70057

RE: SCPDC Board Member Appointments

Dear Mr. Cochran:

Please be advised, that our interim Chairwoman, Ms. Arlanda Williams and I have received and reviewed the legal opinion from our attorney regarding appointments to our Board. We are requesting that future nominations and appointments to our Board of Commissioners by parishes be conducted as per counsel's legal opinion. For your information a copy of the opinion is enclosed. The opinion advises that the Parish President should make the nominations which shall be ratified by the respective parish's governing authority (council/police jurors). Based on this opinion we ask for appointments to be made prior to SCPDC's Board of Commissioners' meeting scheduled to be held on Thursday, April 21, 2016 at our office in Gray beginning at 10:30 am. At this time all nominations will be affirmed and ratified by our Board of Commissioners. According to the SCPDC Bylaws total appointments from the parishes are as follows:

### Article 3.10 Population Representation Chart:

Resident Population: April 1, 2010

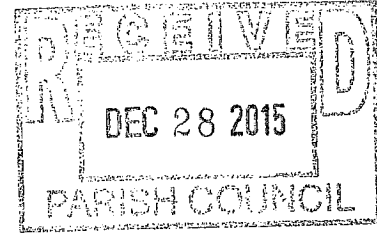
SCPDC Geography	2010 Pop	Percent	Members
Assumption Parish	23,421	5.75%	3=10%
Lafourche Parish	96,318	23.66%	6=18%
St. Charles Parish	52,780	12.97%	5=15%
St. James Parish	22,102	5.43%	3=10%
St. John the Baptist Parish	45,924	11.28%	4=12%
St. Mary Parish	54,650	13.43%	5=15%
Terrebonne Parish	111,860	27.48%	7=20%
<b>Total</b>	<b>407,055</b>	<b>100.00%</b>	<b>33</b>

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December 21, 2015



Honorable Larry Cochran  
St. Charles Parish President  
PO Box 302  
Hahnville, LA 70057

RE: SCPDC Board Member Appointments

Dear Mr. Larry Cochran:

Due to the recent election and our recent By-Law amendments, I am writing to request that you review St. Charles Parish's current appointments to the South Central Planning & Development Commission Board of Commissioners. We ask that you either reconfirm or reappoint representatives to serve on our Board.

Currently, St. Charles Parish's private sector representative is Ms. Wendy Bendetto. Also, Mr. Ellis Alexander is currently serving as St. Charles Parish's Minority Representative. As per Article 3 from South Central Planning By-Laws the chief elected official appoints said representatives. I have included a copy of Article 3 from South Central Planning and Development Commission's By-Laws that describe how these appointments shall be made.

Our next board meeting will be held on Thursday, January 21st, 2016 in St. John the Baptist Parish, meeting venue has yet to be determined. A meeting notice and packet will be sent to all members approximately two weeks prior.

If you have any questions, please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin Belanger". The signature is fluid and cursive, written over a white background.

Kevin Belanger  
Chief Executive Officer

enclosure

**BY-LAWS  
OF  
SOUTH CENTRAL PLANNING AND DEVELOPMENT COMMISSION, INC.**

**ARTICLE 1 - NAME**

1.1 The name of the corporation, as set forth in the Articles of Incorporation, is South Central Planning and Development Commission, Inc., and is referred to in these by-laws as the "Commission" or the "District."

**ARTICLE 2 - OBJECTS & PURPOSES**

2.1 The objects and purposes of this corporation are those set forth in the Articles of Incorporation.

**ARTICLE 3 - MEMBERSHIP**

3.1 The membership of this corporation has been described in Article VI - Membership of the Articles of Incorporation.

3.2 The officers of the Commission shall be elected by the Board of Commissioners of the Corporation by a majority vote with a quorum present in the manner hereinafter set forth.

Any vacancy occurring in the officers may be filled by the action of a majority of the Board of Commissioners for the remainder of the term of any vacancy.

3.3 Meetings of the membership of this corporation shall be held at the principle office of this corporation in the State of Louisiana, or any other place that the majority of the Management Committee shall designate.

3.4 A quorum shall consist of seventeen (17) voting members, present or by proxy.

3.5 Any member or representative may vote at any meeting of the membership by proxy. All proxies must be in writing and a record must be kept in the minutes of the meeting of all proxies voted in the meeting. Representatives of one member cannot grant proxies to representatives or alternative representatives of that member of the Corporation.

3.6 The member parishes shall have three representatives at a minimum, with the chief elected official of the parish being automatically appointed; ~~the~~ an additional representatives shall be appointed for every additional 25,000 in population, said appointment being appointed-nominated by the Parish President and approved by the governing authority. ~~Parishes that have Member municipalities shall appoint the Mayors from those Municipalities as the representative of the municipality. first before appointing from non-elected representatives. In the event that a single parish area encompasses member municipalities of such a number that~~

the total number of representatives coming from that parish area would otherwise allow for a greater number of representatives than the pro-rata population share provides as designated in Paragraph 3.10 below, in such case, at least one such area municipality, while being a nominative member of the Commission, its representative shall not receive a membership certificate as described in Article VI of the Articles of Incorporation, thus precluding it from voting on matters coming before the Board of Commissioners.

3.6.1 In such case, the Appointment Committee shall establish an initial rotation so that every two years said municipality(ies) which does not have a membership certificate shall obtain one for voting purposes, while the next scheduled municipality's representative rotates off the list of representatives holding membership certificates. This rotation shall continue unabated. It is incumbent that the Parish President establish a rotation of Mayors every two years if there are more municipalities than membership. Representatives that are non-elected officials shall follow the guidelines from Section 3.8. Board makeup is as depicted in Section 3.10

3.7 The Appointment Committee shall ~~consist~~ be comprised of the ~~seven Commissioners who shall be the highest elected officials from all the seven member parishes and municipalities constituting the membership of the Board of South Central Planning and Development Commission, to ensure that SCPDC is in EDA compliance.~~

3.8 Guidelines for appointees: All appointments shall be representative of business, labor, industry, minority groups, unemployed or underemployed.

(a) Minority Groups

“American Indian or Alaskan Native” refers to a person who has origins in any of the original peoples of North America and who maintains cultural identification through tribal affiliation or community recognition.

“Asian or Pacific Islander” refers to a person having origins in any of the original peoples of the Far East, Southeast Asia, the Indian Subcontinent, or the Pacific Islands including, for example, persons from China, Japan, Korea, the Philippine Islands, and Samoa.

“Black, not of Hispanic origin,” refers to a person having origins in any of the Black racial groups of Africa.

“Hispanic” refers to a person of Mexican, Puerto Rican, Cuban, Central or South America or other Spanish culture or origin, regardless of race.

(b) Non-Government Representatives

“Private Sector Representatives” refers to any for profit enterprise, any senior management official or executive holding a key decision-making position.

“Stakeholder Organization Representatives” refers to a person who represents the Chamber of Commerce, Post Secondary Education, Workforce Development, or any groups focused on labor issues.

3.9 Term. The term of office shall be four years, and shall commence with the date of the taking of office of the Parish President, as the case may be, of the respective members.

3.10 Population Representation Chart:

Resident Population: April 1, 2010

<b>SCPDC Geography</b>	<b>2010 Pop</b>	<b>Percent</b>	<b>Members</b>
Assumption Parish, Louisiana	23,421	5.75%	3-10%
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<b>Total</b>	<b>407,055</b>	<b>100.00%</b>	<b>33</b>

**ARTICLE 4 - BOARD OF COMMISSIONERS**

4.1 The powers and function of the Board of Commissioners has been described in Article VIII - Board of Commissioners of the Articles of Incorporation.

4.2 Unless otherwise provided by the Articles of Incorporation, any action of the Board of Commissioners may be taken by a simple majority vote of the voting members present at a meeting where a quorum is present, except that a two-thirds vote of the entire membership of the Board of Commissioners shall be required for expulsion for cause of a member of the District, for acceptance of withdrawal of a member from the District, or for admission of a new member to the District.

4.3 Any officer elected or appointed by the Board of Commissioners may be removed by the Board of Commissioners whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

4.4 The Board of Commissioners shall meet at least once in every quarter of the year or on call by the Chairman or on call of a majority of the members of the Board of Commissioners.

4.5 Notice of all meetings of the Board of Commissioners shall be given at least eight (8) days prior thereto, by a written notice mailed or telegraphed to each Commissioner at either his residence or business address or delivered personally to him at any place. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid; if such notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph office. Any commissioner may waive notice of any meeting. The attendance of a commissioner at a meeting shall constitute a waiver of notice of such meeting except where a commissioner attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Proxies in writing at Board meetings will be permitted. Any member of the Board of Commissioners that is unable to attend a Board of Commissioners' meeting may give his or her proxy to another Board member as provided in Article 3 of the By-Laws of the Corporation. Proxies must be in writing.

4.7 Any action required by the Articles of Incorporation or By-Laws of the corporation, or any provision of law, to be taken at any meeting, or any other action which may be taken at a meeting, may be taken without a meeting if consent is obtained from a majority of the Commissioners entitled to vote with respect to the subject matter.

Without limiting the generality of the foregoing, any action, including disbursement of the funds of the corporation, which might be authorized by a meeting of the Commissioners, may be authorized by letter or memorandum signed by a majority of the Commissioners, or by telephone polling as referred to in Section 6.15 of Article 6.

#### **ARTICLE 5 - FINANCE, BUDGETS, CONTRACTS, AND FUNDS**

5.1 The Board of Commissioners shall adopt an annual budget.

5.2 The Board of Commissioners may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

5.3 All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Commissioners. In the absence of such determination by the Board of Commissioners, such instruments shall be signed by an officer of the Commission and countersigned by the Executive Director, Assistant Director, or Director of Planning.

5.4 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Commissioners may select.

5.5 The Board of Commissioners may accept on behalf of the corporation any contribution, gift, or bequest for general purpose or for any special purpose of the corporation.

**ARTICLE 6 -**  
**MANAGEMENT COMMITTEE OF THE BOARD OF COMMISSIONERS**

6.1 There shall be a Management Committee consisting of the Chairman, the Vice-Chairman, the Secretary, and the Treasurer. The Executive Director shall serve as a non-voting ex-officio member of the Management Committee. These officers shall serve a one-year term with no limitations for successions.

6.2 The Chairman shall be the principle executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Board of Commissioners. He may sign, with the Secretary, Treasurer, or any other proper officer of the corporation authorized by the Board of Commissioners, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Commissioners have authorized to be executed, and in general he shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Commissioners from time to time.

6.3 In the absence of the Chairman or in event of his inability or refusal to act, the Vice-Chairman shall have all the powers of and be subject to the restrictions upon the Chairman. Any Vice-Chairman shall perform such other duties and from time to time may be assigned to him by the Chairman or by the Board of Commissioners.

6.4 If required by the Board of Commissioners, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Commissioners shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation from any source whatsoever, and deposit all such monies in depositories as shall be selected in accordance with the provisions of these By-Laws; and in general perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Commissioners.

6.5 The Secretary shall keep minutes of the meeting of the members and of the Board of Commissioners in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by Law; be custodian of the corporate records; keep a register of the post office address of each member; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Commissioners.

6.6 The above stated officers constitute the Management Committee, whose responsibility it will be to carry out the administrative functions and policies of the Board of Commissioners.

6.7 The Management Committee shall prepare and submit to the Board of

Commissioners an annual budget for its action and approval.

6.8 The Management Committee shall hire an Executive Director subject to approval of the Board of Commissioners.

6.9 The Management Committee may appoint advisory committees to the Board of Commissioners, subject to Board approval, to assist in carrying out the purposes, functions, duties, and responsibilities of the District as outlines in the Articles of Incorporation of this District.

6.10 The Management Committee shall recommend to the Board of Commissioners the acceptance or rejection by the District of any gifts, contributions, and donations offered to the District.

6.11 The Management Committee shall take such other actions, make recommendations, and formulate policy on those matters which may be delegated to it by the Board of Commissioners which will effectuate the PURPOSES and GOALS for which this District is created and as outlined in the Articles of Incorporation.

6.12 Between the meetings of the Board of Commissioners, the Management Committee shall have and exercise all of the power and authority of the Board of Commissioners in the management of the corporation, provided, however, it shall not have the power to suspend, modify, or amend the Articles of Incorporation or these By-Laws.

6.13 The Management Committee shall meet at the call of the Chairman and shall be responsible for the day to day operations of the corporation. The Management Committee may examine the recommendations of all other committees prior to their submission to the Board of Commissioners and forward its own recommendations thereon for the advice of the Board of Commissioners.

6.14 A quorum shall be present at any meeting for the Management Committee with the presence of a simple majority of the membership of that body.

6.15 In the event a quorum is not present at any meeting of the Management Committee, those present may direct the Executive Director to poll by telephone the members absent on any and all matters that required a vote.

6.16 All meetings of the Commission shall be conducted in a manner prescribed by Roberts Rules of Order, Revised.

#### **ARTICLE 7 - COMPENSATION**

7.1 No member of the Board of Commissioners shall receive compensation for attendance at any meeting pertaining to Commission business, and shall receive no other salary or compensation for his services as a member of the corporation, other than reimbursement of



actual expenses incurred, if funds are available.

### **ARTICLE 8 - CONFLICT OF INTEREST**

8.1 Whenever a Commissioner or committee member has cause to believe that a matter to be voted upon would involve him in a conflict of interest, he shall announce the conflict of interest and shall abstain from both discussion and voting on such matter. If a Commissioner or committee member(s) has cause to question whether there, in fact, exists a conflict of interests, he shall announce such possible conflict and the question of whether an actual conflict exists shall be decided by a majority vote of the Commissioners or committee members present excluding the Commissioner or committee member announcing the possible conflict of interests and excluding any other Commissioners or committee members present who have already been disqualified from discussion or voting on the issue because of their own conflict of interests.

### **ARTICLE 9 - AMENDMENT OF BY-LAWS**

9.1 These By-Laws may be amended by a two-thirds vote of those present at any regular or special meeting of the Board of Commissioners, provided that a quorum is present. Notice of all proposed amendments shall be mailed to each member of the Board of Commissioners at least eight (8) days prior to the meeting at which such amendments are to be considered for adoption.

### **ARTICLE 10 - ADOPTION**

10.1 These By-Laws were adopted on the 6<sup>th</sup> day of July, 1981.

10.2 These By-Laws were amended on the 1<sup>st</sup> day of August, 1985, by the Board of Commissioners of South Central Planning and Development Commission.

10.3 These By-Laws were amended on the 16<sup>th</sup> day of December, 1991, by the Board of Commissioners of South Central Planning and Development Commission.

10.4 These By-Laws were amended on the 29<sup>th</sup> day of June, 2000, by the Board of Commissioners of South Central Planning and Development Commission.

10.5 These By-Laws were amended on the 30<sup>th</sup> day of January, 2003, by the Board of Commissioners of South Central Planning and Development Commission.

10.6 These By-Laws were amended on the 16 day of October, 2008, by the Board of Commissioners of South Central Planning and Development Commission.

10.7 These By-Laws were amended on the 18<sup>th</sup> day of March, 2010, by the Board of Commissioners of South Central Planning and Development Commission.

10.8 These By-Laws were amended on the 15<sup>th</sup> day of October, 2015, by the Board of Commissioners of South Central Planning and Development Commission.

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V.J. St. Pierre  
Chairman

Ellis Alexander  
Secretary