

**CITY OF NEW ORLEANS
LOCAL WORKFORCE DEVELOPMENT BOARD 12
BYLAWS**

These Bylaws are hereby created by the New Orleans Local Workforce Development Board 12, hereinafter referred to as NOLA-LWDB12.

RECITALS

- A. The State of Louisiana, pursuant to the Workforce Innovation and Opportunity Act (WIOA) of 2014, 29 U.S.C. § 3101 *et seq.*, which supersedes the Workforce Investment Act of 1998, 29 U.S.C. § 2801 *et seq.*, and hereinafter referred to as the “Act”, has designated Orleans Parish as one (1) of fifteen (15) Local Workforce Development Areas within the State, and one (1) of four (4) Local Workforce Development Areas within the State’s Region 2 for the system-building and delivery of workforce development programs at the local level, and provides funding thereto. Workforce Development Act P.L. 113-128
- B. The City of New Orleans and its Office of the Mayor have created the NOLA-LWDB12 to act as convener of the public workforce system in the City of New Orleans. As such, *NOLA- LWDB12* serves as the official entity in charge of the public workforce system in New Orleans. It is in this capacity that the NOLA-LWDB12 serves as a “full partner” with the Mayor of the City of New Orleans, in the Mayor’s capacity as the Chief Local Executive Official (CLEO), to provide local workforce innovation activities through the creation and implementation of a workforce development system that improves the overall quality of the local workforce in the City of New Orleans.
- C. The State and Federal rules and regulations promulgated pursuant to the Act provide for program activities and require that the CLEO establish the Workforce Development Board, to be as follows:

**ARTICLE I
NAME**

- 1.1. **Name.** The name of this body shall be the New Orleans Local Workforce Development Board 12 (“NOLA-LWDB12”).

ARTICLE II

PURPOSE, VISION, MISSION, AND FUNCTION

- 2.1. **Purpose.** The purpose of the NOLA-LWDB12, in partnership with the CLEO, shall be to establish and oversee the workforce development system for the entirety of the City of New Orleans.

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2.2. **Vision.** A fully integrated workforce system that capitalizes on the expertise of industry and workforce partners to continuously meet the needs of employers, and facilitate pathways to success for students, workers, and job seekers.

2.3. **Mission.** The NOLA-LWDB12 convenes industry leaders and key partners to identify workforce initiatives, create innovative solutions, and measure the success of systems' ability to meet industry needs.

2.4. **Function.** It shall be the duty of the NOLA-LWDB12 to do all of the following:

2.4.1. Engage with a diverse range of employers, and with entities in the region:

2.4.1.1. To promote business representation, particularly representatives with optimal policymaking or hiring authority, from employers whose employment opportunities reflect existing and emerging employment opportunities in the New Orleans Region on the NOLA-LWDB12;

2.4.1.2. To develop effective linkages with employers in the region to support employer utilization of the local workforce development system and to support local workforce development activities;

2.4.1.3. To ensure that workforce investment activities meet the needs of employers and support economic growth in New Orleans and its region, by enhancing communication, coordination, and collaboration among employers, economic development entities, and service providers; and

2.4.1.4. To develop and implement proven or promising strategies for meeting the employment and skill needs of workers and employers that provide the skilled workforce needed by employers in the region, and that expand employment and career advancement opportunities for workforce development system participants in in-demand industry sectors or occupations.

2.4.2. Convene local workforce development system stakeholders to assist in the development of the local workforce development plan and in identifying non-Federal expertise and resources to leverage support for workforce development activities.

2.4.3. Develop and submit a local workforce development plan to the Governor.

2.4.4. Designate or certify one-stop operators, consistent with Title 1 of the Act.

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2.4.5. Award grants or contracts to eligible providers of youth activities in the local area on a competitive basis, consistent with the Act.

2.4.6. Identify, consistent with Title 1 of the Act, eligible providers of training services in the local area.

2.4.7. Identify eligible providers of career services and, when the one-stop operator does not provide career services to the local area, award contracts to those providers.

2.4.8. Coordinate with the State to ensure that there are sufficient numbers and types of providers of career services and training services serving the local area and providing the services involved in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities, consistent with the Act.

2.4.9. Oversee programs including:

2.4.9.1. Conduct oversight for local youth workforce development activities, local employment and training activities, and the one-stop delivery system in the local area;

2.4.9.2. Ensure the appropriate use and management of funds for the local youth workforce development activities, local employment and training activities, and one-stop delivery system; and

2.4.9.3. Ensure the appropriate use, management, and investment of funds to maximize performance outcomes related to workforce development activities.

2.4.10. Negotiate with the CLEO and the Governor on local performance measures for the local area.

2.4.11. Conduct research, data collection, and analyses to assist in the development and implementation of the local workforce development plan, including, but not limited to:

2.4.11.1. Analyses of the economic conditions in the region, the needed knowledge and skills for the region, the workforce in the region, and workforce development activities in the region;

2.4.11.2. Assist in the development of a statewide workforce and labor market information system by the collection, analysis, and utilization of workforce and labor market information for the region; and

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2.4.11.3. Conduct other research, data collection, and analysis as necessary as determined by the NOLA LWDB 12.

2.4.12. Lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, especially individuals with barriers to employment.

2.4.13. Lead efforts in the local area to:

2.4.13.1. Identify and promote proven and promising strategies and initiatives for meeting the needs of employers, and workers and jobseekers in the local workforce development system; and

2.4.13.2. Identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs, including providing physical and programmatic accessibility.

2.4.14. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for employers, and workers and jobseekers, by:

2.4.14.1. Facilitating connections among the intake and case management information systems of the one-stop partner programs to support a comprehensive workforce development system in the local area;

2.4.14.2. Facilitating access to services provided through the one-stop delivery system involved, including facilitating the access in remote areas;

2.4.14.3. Identifying strategies for better meeting the needs of individuals with barriers to employment, including strategies that augment traditional service delivery, and increase access to services and programs of the one-stop delivery system;

2.4.14.4. Leveraging resources and capacity within the local workforce development system, including resources and capacity for services for individuals with barriers to employment;

2.4.15. Coordinate activities with education and training providers in the local area;

2.4.16. Develop a budget for the purpose of carrying out the duties of the NOLA LWDB 12, consistent with the local workforce development plan, subject to the approval of the CLEO; and

2.4.17. Annually assess the physical and programmatic accessibility of all one-

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stop centers in the local area.

2.5. The NOLA LWDB12, in order to carry out its functions:

2.5.1. may designate standing committees to provide information and assist the NOLA LWDB 12 in carrying out its activities.

2.5.2. may employ additional staff to carry out the functions of the NOLA LWDB 12, consistent with Act.

2.5.3. may solicit and accept contributions and grant funds from other sources.

2.5.4. shall not provide training services unless the Governor grants a written waiver of this provision.

2.5.5. shall not provide career services or be designated or certified as a one-stop operator without the agreement of the CLEO and the Governor.

**ARTICLE III
MEMBERSHIP**

3.1. **Initial Membership and Structure.** Pursuant to provisions authorized by the Act, the CLEO has established the initial membership and structure of the NOLA-LWDB 12, and appoints/reappoints new members to the NOLA LWDB 12. Changes to the initial structure shall maintain business representation at a minimum of 51% of total membership. Should such business representation drop below 51%, recruitment will immediately go into effect.

3.2. **Composition.** The CLEO has determined that the membership of the NOLA-LWDB 12 and the process to appoint and re-appoint members shall comply with the provisions of Section 107(b)(2) of WIOA. Members of the Board shall be comprised of the following representatives:

3.2.1. **Business Representatives:** At least 51% of the members shall be representatives from the business community (a) appointed from among individuals nominated by local and regional business organizations such as Greater New Orleans, Inc. and business trade associations; (b) chief executive officers, chief operating officers, or owners of businesses, or other business executives or employers with optimum policy making or hiring authority; and (c) from businesses or organizations, including small businesses, that provide employment opportunities that include high-quality, work-relevant

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training and development in in-demand industry sectors or occupations in the local area. The NOLA-LWDB 12 shall endeavor to recruit and secure representatives of local small, minority and women-owned businesses as NOLA- LWDB 12 members. As such, nominations from business Chambers representing women and minority-owned businesses shall be strongly considered when seeking representatives from the local business community.

3.2.2. Workforce Representatives: At least 20% of NOLA-LWDB 12 members shall be representatives of the workforce within the local area; and

3.2.2.1. Of those, at least 15% of the NOLA-LWDB 12 members shall be representatives of labor organizations unless the local labor federation fails to nominate enough members; labor organization representatives shall include:

(A) representatives of labor organizations who have been nominated by local labor federations or other representatives of employees;

(B) a member of a labor organization or a training director from a joint labor-management apprenticeship program, or if no such joint program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists.

3.2.2.2. The remaining Workforce Representatives may include representatives of community-based organizations serving populations with barriers to employment, including organizations that serve veterans and individuals with disabilities; and may include representatives of organizations that address the employment, training, or education needs of youth, including out-of-school youth.

3.2.3. Education and Training Representatives: At least two (2) members that are representatives of entities administering education and training activities in the local area; and

3.2.3.1. shall include a representative of eligible providers administering adult education and literacy activities pursuant to the Act;

3.2.3.2. shall include a representative of institutions of higher education providing workforce development activities; and

3.2.3.3. may include representatives of local educational agencies, and of community-based organizations that address the education or training needs of individuals with barriers to employment.

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3.2.4. **Governmental Representatives:** At least three (3) members that are representatives of governmental and economic and community development entities serving the local area; and

3.2.4.1. shall include a representative of economic and community development entities; and

3.2.4.2. shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act;

3.2.4.3. shall include an appropriate representative of the programs carried out under Title 1 of the Rehabilitation Act of 1973;

3.2.4.4. may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistances; and

3.2.4.5. may include representatives of philanthropic organizations serving the local area.

3.2.5. Members can act as representatives to more than one of the sectors identified above.

3.2.6. May include such other individuals or representatives of entities as the CLEO may determine to be appropriate.

3.3. **Terms of Appointment.** NOLA-LWDB12 members shall serve for fixed terms; term lengths shall be for four years from the July 1st immediately preceding the appointment/re-appointment date. All NOLA-LWDB12 terms shall expire on June 30th, except that members may continue to serve after the end of their term until a successor is appointed.

3.4. **Staggered Terms.** Board members shall be appointed with staggered term durations to ensure continuity and stability for Board operations.

3.5. **Change in Status.** A member who has a change of employment that results in a change of membership classification must resign or be removed by the CLEO immediately as a representative of that entity. Documentation of Board Member violation and subsequent removal will be maintained by the NOLA-LWDB12 in the form of attendance logs, conflict of interest forms, or other documentation deemed necessary.

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3.6. **Mid-Term Appointment.** NOLA-LWDB12 members replacing outgoing members at mid-term will serve the remainder of the outgoing member's term.

3.7. **Vacancies.** Any vacancies occurring on the Board will be filled in a reasonable time period, as defined as the period between the date of resignation and the date of the second subsequent regularly scheduled Board meeting, not to exceed two full quarters.

3.8. **Resignations.** Any NOLA-LWDB12 member may resign by submitting written notice to the NOLA-LWDB12 Chairperson.

3.9. **Removal.** Any member of the NOLA-LWDB12 will be removed for cause by the CLEO, upon recommendation of the NOLA-LWDB12. "Cause" shall be defined as a determination by the NOLA-LWDB12 that the member is unable to effectively represent the categorical seat to which he/she is appointed. Cause shall include but is not limited to, any of the following occurrences: (a) documented violation of conflict of interest; (b) failure or refusal to work cooperatively with the Board and to abide by the Bylaws of the Board; (c) documented proof of fraud and/or abuse; and (d) failure to meet Board member representative requirements as defined in the Act.

3.9.1. Any Board member who has three (3) consecutive unexcused absences from regular meetings of the Board may be removed by the CLEO upon recommendation of the NOLA-LWDB12.

3.9.2. Removal of a Board member shall also constitute removal as an Officer of the Board and as a member of all Committees of the Board. Intent to remove a member must be stated in the call of the meeting and provided to all voting members at least five (5) days prior to the meeting.

**ARTICLE IV
OFFICERS**

4.1. **Officers.** The presiding officers of the NOLA-LWDB12 shall be called Chairperson, Vice Chairperson, Parliamentarian, and Secretary, and shall have two-year terms of office beginning July 1st of each even year and ending on June 30th, two years later. The duties of the officers are as follows:

4.1.1. **Chairperson.** The *Chairperson* shall preside at all meetings of the NOLA-LWDB12 and shall have power over all aspects of the business, management, and operations of the NOLA-LWDB12. The Chairperson shall be a private sector representative. The NOLA-LWDB12 Chairperson shall:

4.1.1.1. Facilitate and oversee the convening, governance and effective

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operation of NOLA-LWDB12. Chair and/or cause to be chaired, all meetings of the Board;

4.1.1.2. Develop and/or cause to be developed agendas for all NOLA-LWDB12 meetings to ensure that the business of the organization is conducted in a timely and efficient manner;

4.1.1.3. Appoint committee chairs and make committee assignments to further the vision and the mission of NOLA-LWDB12;

4.1.1.4. Coordinate the activities of all Board Committees to ensure that the work of the organization is conducted in a timely and efficient manner; and

4.1.1.5. Provide guidance to the Administrative Staff of the Board; Serve to vote on action items at the Board meetings in the event of a tie-vote and with a quorum of members present.

4.1.2. **Vice-Chairperson.** At the request of the Chairperson, or in the absence or disability of the Chairperson, the *Vice-Chairperson* shall perform all duties and may exercise all powers of the Chair as expressed herein. The Vice-Chairperson shall be a private sector representative.

4.1.3. **Parliamentarian.** The *Parliamentarian* will assist the Chairperson in maintaining order and decorum during meetings by ruling on questions of parliamentary procedures. The basis for this authority will be Robert's Rule of Order Revised.

4.1.4. **Secretary.** The duties of the *Secretary* shall include:

4.1.4.1. handle or cause to be handled any recorded information documenting, amending and/or affecting the activities and operation of the NOLA-LWDB12.

4.1.4.2. oversee the documentation of policies, practices, communications and other business-related documents of the NOLA-LWDB12 in accordance with these Bylaws and legislative mandates;

4.1.4.3. serve as approval signature on all amendments to these Bylaws, policies and practices for the NOLA-LWDB12;

4.1.4.4. ensure that Robert's Rules of Order are in practice at all NOLA-LWDB12 meetings and that motions are properly noted and identified for action;

4.1.4.5. oversee and affect the agenda for the NOLA-LWDB12 meetings and cause to develop a process that ensures that the Chair, Vice-Chair, Secretary, and the Administrative Staff participate in its development;

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4.1.4.6. review the NOLA-LWDB12 meeting reports for clarity and cogent inclusions prior to distribution to the general membership.

4.2. **Election of Officers.** The NOLA-LWDB12 shall elect, by majority vote of the NOLA-LWDB12 members present, its Chairperson, Vice Chairperson, Parliamentarian, and Secretary. Election shall occur prior to July 1st of each two-year office. The NOLA-LWDB12 Chairperson and Vice Chairperson shall be from its private sector representatives, and they may succeed themselves, if so re-elected.

4.2.1. Nominating Committee. No later than March of each election year, a nominating committee shall be appointed by the Chairperson. The committee shall consist of the Chairperson and three NOLA-LWDB12 members. With the exception of the Chairperson, no NOLA-LWDB12 member who wishes to run for election shall sit on the nominating committee.

4.2.2. Duties of the Nominating Committee. The Nominating Committee shall poll NOLA-LWDB12 members for prospective nominees. It shall be the duty of the Nominating Committee to interview each of the candidates prior to placing their names on the ballot and secure their pledges to serve faithfully, if elected. At least twenty (20) calendar days prior to the NOLA-LWDB12 meeting where elections will be held, the committee shall mail, via electronic email, a list of all nominees to each NOLA-LWDB12 member. The nominating committee shall then present names to the NOLA-LWDB12 no later than June 10th of each election year.

4.2.3. Elections. All voting to elect officers of the NOLA-LWDB12 shall be by open vote and the ballot shall list nominees by officer position in an order drawn randomly. The NOLA-LWDB12 shall elect officers by majority vote of the NOLA-LWDB12 members present. Absentee voting shall not be permitted.

**ARTICLE V
MEETINGS AND QUORUMS**

5.1. **Meeting Times.** The NOLA LWDB12 shall meet at a minimum of four (4) times annually on a calendar quarterly basis.

5.2. **Presiding Officer.** In the absence of the Chairperson, the elected Vice-Chairperson shall serve as the presiding officer. In the absence of both the Chairperson and Vice Chairperson, the NOLA-LWDB12 shall, at the beginning of its meeting, designate by majority vote of the NOLA-LWDB12 members present, a Chairperson Pro-Tempore to serve as presiding officer of that meeting.

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5.3. **Agendas.** The Chairperson shall have the responsibility of approving the agenda for NOLA-LWDB12 meetings. Written notification and agenda will be provided to board members seven (7) days prior to the meeting date.

5.4. **Special Meetings.** Special meetings of the NOLA-LWDB12 may be called by the NOLA- LWDB 12 Chairperson, or by a majority of NOLA-LWDB12 members.

5.5. **Governance.** All meetings of the NOLA-LWDB12 shall be conducted and noticed in conformance with Louisiana laws governing meetings of public Boards and Commissions. All meetings will be held in an accessible location for the disabled.

5.6. **Notice of Meetings.** Notice of all meetings of the NOLA-LWDB12 shall be given by any means reasonably calculated at least seventy-two (72) hours before the meeting. Notices of meetings shall advise NOLA-LWDB12 members of the general nature of business to be transacted at such meetings.

5.7. **Quorum.** A quorum shall constitute a simple majority of the total membership. A quorum to conduct business of the regular NOLA-LWDB12 shall require a majority of the NOLA-LWDB12 members present *in person*. Proxy representation shall not permit voting privileges and will not be included in the count to constitute a quorum.

5.8. **Voting.** Each member of the NOLA-LWDB12 present at the meeting shall have one vote.

5.9. **Majority Vote.** Action may be taken by a majority vote of the NOLA-LWDB12 members present, unless otherwise required by law.

5.10. **Public Input.** The Board shall allow public input during meetings of the Board in accordance with the following requirements:

5.10.1. Each speaker participating in public comments must identify the subject on which they wish to speak prior to commencing their remarks.

5.10.2. The speaker must complete the public input form which will be provided to the speaker upon request of public input.

5.10.3. Each speaker shall be limited to three (3) minutes. If a group is represented, only one spokesperson shall be allowed to speak.

5.10.4. Any appeals, discrimination complaints, grievances, regarding the Board and such employees and/or board action items must be addressed through the established procedures of Workforce Development Program for handling such appeals,

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discrimination complaints, and grievances and Board action items.

5.10.5. The Chairperson shall have the authority to terminate a person's comments when, in the Chairperson's discretion, such action is warranted. The Chairperson shall have the authority to remove any person disrupting or interfering in any manner with the conduction of a meeting of the Board.

5.11. **Governance.** The NOLA-LWDB12, in all its actions and meetings, shall be governed by the Act, Louisiana State Laws and Policies, and these Bylaws.

**ARTICLE VI
COMMITTEE/STANDING COMMITTEES**

6.1. **Committees/Standing Committees.** The NOLA-LWDB12, through its Bylaws and/or Chairperson, may designate and direct activities of Committees to provide information as well as assist the Board in carrying out activities under this Section.

6.1.1. Board Committees may consist of both Regular Committees and Standing Committees.

6.1.2. Regular Committees of the Board shall be representative of members of the NOLA-LWDB12.

6.1.3. Standing Committees of the Board may include representatives from NOLA-LWDB12's active membership, NOLA-LWDB12 staff, MOU Partners, and representatives from outside agencies and private industries who are working towards the goal of workforce education, job creation, or filling demand shortages in the City of New Orleans and the New Orleans Workforce Region.

6.1.4. The Chairperson of Standing Committees shall be a member of the NOLA-LWDB12.

6.1.5. The NOLA-LWDB12 Chairperson shall appoint Committee Chairpersons from the NOLA-LWDB12 membership.

6.1.6. Each Committee's quorum should be a simple majority of the committee membership in order to conduct business.

6.2. **Regular Committees.** The Regular Committees of NOLA-LWDB12 Committees shall consist of the following:

6.2.1. Executive Committee. The NOLA-LWDB12 shall have an Executive

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Committee.

6.2.1.1. Executive Committee Membership. The Executive Committee shall consist of five (5) voting members: NOLA-LWDB12 Chairperson, Vice Chairperson, and three (3) additional NOLA-LWDB12 members, one of which shall be from the private sector. The NOLA-LWDB12 Chairperson may also invite NOLA-LWDB12 committee chairpersons to participate in Executive Committee meetings as non-voting members.

6.2.1.2. Executive Committee Function. The function of the Executive Committee shall be to coordinate the establishment and content of NOLA-LWDB12 agendas, proposals, communications to and from the CLEO, and other supportive activities and functions as may be directed by the NOLA-LWDB12, or the CLEO.

6.2.1.3. Executive Committee Powers. The Executive Committee may exercise the powers of the full NOLA-LWDB12 when timely action is necessary to ensure the best interest of the NOLA-LWDB12, its program and services.

6.2.1.4. Executive Committee Reporting. All Executive Committee actions shall be reported to the NOLA-LWDB12 at its next regular meeting.

6.2.2. In addition to the Executive Committee, the NOLA-LWDB12 shall have the following committees as its Regular Committees:

6.2.2.1. Finance Committee. The Finance Committee shall consist of three (3) voting members: NOLA-LWDB12 Chairperson, and two (2) additional NOLA-LWDB12 members, one of which shall be from the public sector. The NOLA-LWDB12 Chairperson may also invite NOLA-LWDB12 committee chairpersons to participate in Finance Committee meetings as non-voting members.

6.2.2.2. Program Oversight Committee. The Program Oversight Committee shall consist of five (5) voting members of the Board, one of which shall be from the private sector. At all times shall the majority members of the Oversight Committee be represented by public sector members. The NOLA-LWDB12 Chairperson may also invite NOLA-LWDB12 committee chairpersons to participate in Program Oversight Committee meetings as non-voting members.

6.3. **Special Committees.** Special Committees may be created from time to time, at the discretion of the Board Chairperson, for the purpose of executing special initiatives of the Board.

6.4. **Affirmative Majority Vote.** Action may be taken by a NOLA-LWDB12

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committee by an affirmative majority vote of the current committee members.

6.5. **Advisory Nature of Committee Actions.** All actions of a NOLA-LWDB12 committee shall be advisory to the full NOLA-LWDB12, unless the full Board has expressly delegated "final authority" to a given committee on a given issue or matter.

6.6. **Taskforces and Workgroups.** The NOLA-LWDB12 Chairperson, with the consent of the NOLA-LWDB12, shall also be able to create and appoint task forces or technical workgroups as needed.

6.7. **Governance.** All committees, task forces, or technical workgroups appointed or created by the NOLA-LWDB12 or its Chairperson, are considered under the Louisiana Open Meetings Law and are therefore subject to Louisiana Open Meetings Law.

**ARTICLE VII
STAFFING AND SUPPORT OF NOLA LWDB 12**

7.1. **Funding.** The CLEO shall be asked to provide, from funds made available under the Act, City of New Orleans support staff and necessary office and material support for the NOLA-LWDB12.

7.2. **Role of Support Staff.** Any support staff assigned to assist in carrying out NOLA-LWDB12 responsibilities shall coordinate those activities with the NOLA-LWDB12 Chairperson or his/her designee. Notwithstanding the foregoing, such staff shall always remain City of New Orleans employees and contractors.

7.3. **Offices.** The CLEO and NOLA-LWDB12 will maintain the consolidated office and material support necessary for both to properly discharge their responsibilities under the Act.

7.4. **Governance.** Authority for any decision to hire, evaluate, or discharge any staff assigned to the NOLA-LWDB12 shall rest with the CLEO.

7.5. The NOLA-LWDB12 shall not directly operate programs.

**ARTICLE VIII
CONFLICT OF INTEREST**

8.1. **Conflict of Interest.** NOLA-LWDB12 members shall avoid organizational conflict of interest, and they and their personnel, employees, or agents shall avoid personal conflict of interest or appearance of conflict of interest in awarding financial assistance, and

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in the conduct of procurement activities involving funds under the Act.

8.2. **Recusal.** A NOLA-LWDB12 and/or committee member shall recuse him or herself from making, participating in making, or in any way attempting to use his or her official position to influence a decision of any matter which would financially benefit such member or his/her immediate family member or any organization such member represents. Such a member must declare his or her conflicts for the official record.

8.3. **Governance.** Members of the NOLA-LWDB12 shall comply with relevant Louisiana laws on Ethics and any other conflicts of interest or financial disclosure requirements which the State of Louisiana may require.

**ARTICLE IX
AMENDMENTS**

9.1. **Amendments.** Amendments to these Bylaws may be approved by an affirmative majority vote of the NOLA-LWDB12 members at any regular meeting of the NOLA-LWDB12; provided however, that the amendments proposed had been submitted in writing at the previous regular meeting or included in the call to the meeting. Amendments proposed to these Bylaws must be received by the NOLA-LWDB12 membership no less than seventy-two (72) hours prior to their consideration by the NOLA-LWDB12.

**ARTICLE X
INDEMNIFICATION**

10.1. **Indemnification.** The NOLA-LWDB12 shall defend, indemnify and hold harmless, to the fullest extent permitted by applicable law as it may presently exist or hereafter be amended, any NOLA-LWDB12 member and any NOLA-LWDB12 officer who was or is made, or is threatened to be a party, or is otherwise involved in any action suit or proceeding, whether civil, criminal, administrative or investigative "proceeding" if such NOLA-LWDB12 member or NOLA-LWDB12 officer was acting in good faith in the performance of his or her duties. The NOLA-LWDB12 shall not indemnify any NOLA-LWDB12 member or NOLA-LWDB12 officer who acts in bad faith or knowingly acts unlawfully.

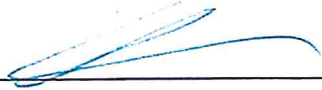
**ARTICLE XI
EFFECTS**

11.1. **Effective Date of Bylaws.** These Bylaws shall become effective upon adoption by an affirmative majority vote of the NOLA-LWDB12, and shall remain in effect, as amended by Article IX above, until dissolution of the NOLA-LWDB12.

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11.2. **Hierarchy of Laws.** In any conflict arising between the provisions of the Act, applicable State law, and or other implementing regulations, the legal provisions of law and regulations shall prevail, except as these Bylaws represent allowable discretion of the NOLA-LWDB12 in its interpretation and implementation of law and regulation.

APPROVED/ACCEPTED



**Gregory Curtis
NOLA-LWDB12 Chairperson**

Date: 7/19/22

APPROVED/ACCEPTED



**Missy Hopson Sparks
NOLA-LWDB12 Vice Chairperson**

Date: 7/19/22