

**LOUISIANA
HOUSING
CORPORATION**

BOARD OF DIRECTORS

Agenda Item #2

**FEBRUARY 8, 2012
BOARD BYLAWS COMMITTEE
MEETING MINUTES**

March 14, 2012

**Louisiana Housing Corporation
Board of Directors**

ByLaws Committee Meeting Minutes

**Wednesday, February 8, 2012
2415 Quail Drive
V. Jean Butler Board Room
Baton Rouge, LA 70808
11:00 A.M.**

Board Members Present

Michael L. Airhart
Dr. Daryl V. Burckel
Mayson H. Foster
Alice Washington
Treasurer John N. Kennedy (arrived at 11:52 A.M.)
Frank H. Thaxton, III (arrived at 11:14 A.M.)
Malcolm Young

Board Members Absent

Ellen M. Lee
Matthew P. Ritchie

Staff Present

Don J. Hutchinson
Bradley Sweazy
Barry E. Brooks
Brenda Evans
Charlette Minor
Rene Landry
Danny Veals
Jeff DeGraff
Natasha Anderson
Edselle Keith Cunningham, Jr.
Christine Bratkowski
Leslie C. Strahan
Jessica Guinn

Others Present

Parliamentarian Alan Jennings
See Guest Sign-In Sheet

CALL TO ORDER

Ms. Alice Washington obo Temporary Presiding Officer John N. Kennedy called the meeting to order at 11:05 A.M. Temporary Secretary Barry E. Brooks called the roll; there was a quorum.

DISCUSSION REGARDING THE DRAFT BYLAWS OF THE LHC

Ms. Washington began the discussion noting the need to change the word “present” to “absent” in Article 4, Section 2, to reflect the statement that “...If either the Chair or Vice-Chair is absent the membership present shall decide who shall preside at the meeting.”

Thereafter, there was a request from Director Malcolm Young as to whether it would be best to go through the Proposed ByLaws section by section instead of randomly. Board Parliamentarian Alan Jennings advised that procedurally it would be best to consider the matter paragraph by paragraph.

Director Young requested that Article 3, Section 4, be deleted and instead be a Board Travel Policy matter.

Director Michael Airhart requested guidance from Parliamentarian Jennings as to whether each item had to be debated and then voted upon, or whether the Board could ratify the ByLaws in their entirety after conclusion of the discussions.

Mr. Jennings advised that the ByLaws Committee needed to ratify the final version of the ByLaws and submit such to the Full Board to adopt.

Thereafter, there was consensus to start at the beginning of the Proposed ByLaws and go through each Article and either approve it or recommend any necessary changes.

Ms. Washington inquired as to any changes in Article 1. There were no changes.

Ms. Washington inquired as to any changes in Article 2. There were no changes.

Ms. Washington inquired as to any changes in Article 3. Directors Mayson H. Foster and Malcolm Young requested that Article 3 and Article 4 be combined and renamed “Board of Directors”. Director Young also requested that the composition of the Board of Directors, as set forth in the enabling legislation for the LHC, be specifically listed as opposed to solely referencing the legislation.

Parliamentarian Jennings and Agency Staff Attorney Keith Cunningham reminded that Board that the true intent of ByLaws was to be an operational arm of the creation of the LHC, and therefore it was not necessary to reiterate items that are already prescribed via law or statute.

Thereafter, there was a clarification by Ms. Washington noting that there would be a combining of Articles, 3, 4, and 5.

Directors Airhart and Foster requested that the annual elections of officers be held in July of 2013.

There was discussion amongst the Committee regarding term limits of officers.

Director Frank H. Thaxton, III, suggested that the Chair and Vice-Chair serve for only one (1) year via a lottery system from a collective group of those wanting to serve such.

Director Airhart concurred in the one (1) year term limit for Chair and also that he or she would have to sit out one (1) year after having previously served.

Director Foster concurred also, noting that he had originally preferred a two (2) year term but was more liking to a one (1) year term.

The Committee decided to add language of "...The Chair and Vice-Chair shall hold their position for a period of one (1) year or until he or she resigns or is removed from office by the Board..."

Director Airhart reminded everyone that Article 5, Section 2, needed to have the word "present" changed to "absent".

Director Young requested that language be added in Article 5 to give the Executive Director the ability to provide information to a legislative body if, for example, the Executive Director is called to the Capitol to give information to the Legislature. LHFA Interim-President Don J. Hutchinson and Director Thaxton concurred thereof.

Director Thaxton requested clarity regarding the Board Secretary being someone other than the Executive Director. He requested that they be different persons so that the Board Secretary duties simply are those of signing resolutions and taking the minutes, and not having the authority of acting on behalf of the corporation, a duty that should be exclusively assigned to the Executive Director.

Next items discussed and concurred upon were that the election of officers would be held in July of each year and that regular Board Meetings would be held on the second Wednesday of each month.

It was noted for the record the arrival at 11:56 A.M. of Temporary Presiding Officer John N. Kennedy.

The Committee next concurred that a Special Meeting could only be called upon written request of at least three (3) Board Members and thereafter the Chair shall schedule such no later than ten (10) days after receipt of the written request.

There were lengthy discussions next on Committees.

Director Foster noted previous problems from the LHFA Board of Commissioners having too many Committee meetings which oftentimes resulted in a lack of quorums, and he inquired as to whether there was a need for separate Committees.

TPO Kennedy suggested appointing an Ad Hoc Committee and have all matters simply come before the Full Board.

Director Thaxton noted his concern that the proposed four (4) Committees would result in micromanagement of the Corporation, and that he did not support such.

Director Foster recommended that the Board act as a whole and that there be no Committees initially, adding that such would also result in streamlining the meeting matters.

TPO Kennedy concurred in having Committee of the Whole.

Director Airhart noted his concern that not having Committees would lead to full-day Board Meetings.

Director Thaxton suggested that language be added that Committees may be established as deemed necessary by the Board.

There were no changes requested for the Article regarding Parliamentary Authority.

There was consensus regarding the Amendment of ByLaws that any amendments must be via two-thirds vote and submitted in writing to the Board at the previous regular meeting or in the call of the meeting.

Next Agenda item discussed was the matter regarding Establishing Date(s) for Future LHC ByLaws Committee Meetings.

Director Foster requested that approval of the ByLaws be reserved for the proposed upcoming Board Retreat or during the March Board Meeting.

LHFA Chief Operations Officer Bradley Sweazy advised that the Board needed to elect a Chair and Vice-Chair, and that such was contingent upon passage of the LHC Board ByLaws.

TPO Kennedy suggested moving forward with approval of the ByLaws subject to any need for future changes. He accordingly directed staff to compile all of the aforementioned changes and

provide to the Full Board a revised copy of the Draft ByLaws for discussion and probable adoption.

OTHER BUSINESS

None

ADJOURNMENT

There being no other matters to discuss, Director Mayson H. Foster offered a motion for adjournment that was seconded by Director Frank H. Thaxton, III. There being no discussion or opposition, the matter was unanimously passed.

The ByLaws Committee Meeting adjourned at 12:38 P.M.

Chairman

Secretary