

**BYLAWS
OF
NEW ORLEANS CITY PARK IMPROVEMENT ASSOCIATION**

**ARTICLE I
GENERAL**

Section 1. Name. New Orleans City Park Improvement Association (“NOCPIA”) is an independent Louisiana nonprofit corporation organized pursuant to the Louisiana Nonprofit Corporation Law (“LNCL”) and authorized under Louisiana State Law, Act 130 of 1896.

Section 2. Principal Office. The principal and registered office of NOCPIA shall be located at 1 Palm Drive, New Orleans, LA 70124. NOCPIA may change the principal and/or registered office or have such additional offices as the Board of Commissioners (the “**Board**”) may, from time to time, determine to be in the best interest of NOCPIA.

Section 3. Purpose. The purpose of NOCPIA is to preserve and improve City Park spaces for recreational, educational, cultural and beautification purposes.

Section 4. Fiscal Year. NOCPIA’s Fiscal Year begins on July 1 and ends on June 30 of the following year.

**ARTICLE II
MEMBERS**

Section 1. Membership. NOCPIA is organized on a membership and not on a stock basis. There shall be two classes of membership: (A) Active Member (also referred to as “Commissioner”). Each elected or appointed member of the Board shall be an Active Member of NOCPIA for the period he or she serves a Commissioner of the Board. Members shall not be required to pay dues to NOCPIA unless otherwise determined by the Board; (B) Life Member. Any person living on September 23, 2014 who, prior to such date, had qualified and paid the lifetime dues as were fixed from time to time by the Board shall remain a life member of NOCPIA until the earliest of their death, resignation or withdrawal. From and after September 23, 2014, no additional Life Memberships shall be issued by NOCPIA. Each Active Member shall have the right to vote at all Membership meetings of the Association. Life Members shall have the right to

attend and participate in all Membership meetings of the Association, but shall not have the right to vote. No member of the Association shall have the right to attend or vote by proxy at any meeting of the Association.

Section 2. Membership Certificates and Records. Certificates evidencing membership in NOCPIA shall not be issued. The membership records maintained by NOCPIA shall be conclusive evidence of the names of the members for purposes of determining the identity of persons entitled to notice of, and to vote at, meetings of members.

Section 3. Rights, Privileges, Restrictions and Limitations of Members. Members shall not, as such, enjoy any rights or privileges or be subject to any restrictions or limitations, except such as may be set forth in the articles of incorporation of NOCPIA (the “**Articles**”), or in these bylaws. Membership shall not be transferable or heritable.

Section 4. Resignation of Members. Any member may resign at any time by giving written notice of such resignation to the Secretary or the Chair of the Board, except that the resignation of a member who is also the Secretary of NOCPIA shall be delivered to the Chair of the Board. Unless otherwise specified therein, such resignation shall take effect on the date received by the Secretary or the Chair of the Board, as applicable.

Section 5. Termination of Membership. The membership of an Active Member shall automatically terminate with the termination of their office as a Commissioner.

ARTICLE III **MEETINGS OF MEMBERS**

Section 1. Meeting of Members (Generally). Meetings of the members shall be held within the City of New Orleans, State of Louisiana, at such place as shall be designated in the notice calling the meeting (or by telephone or video conference if permitted by law and so offered in the meeting notice). If the notice calling a meeting of the members does not designate a place for such meeting, then the meeting shall be held at the principal office of NOCPIA. Meetings of the members and any committees thereof shall be conducted in accordance with Louisiana Open Meetings Law (La R.S. 42:11 *et seq.*)

Section 2. Annual Meeting of Members. Annual meetings of the members shall be held at a time determined on such day and at such other time as shall be determined by the Board, for the purpose of transacting such other business as may properly be brought before the meeting.

Section 3. Special Meetings of Members. Special meetings of the members may be called by the Chair of the Board or by a majority of the members, for the transaction of all such business as may be stated in the call of the meeting.

Section 4. Notice of Meetings of Members. Except as otherwise provided by the Articles or Louisiana law, written notice of all meetings of members, whether annual or special, shall be sent by electronic transmission, by hand delivery, or by first-class prepaid U.S. mail, addressed to each member of record in good standing on the date when the notice is sent, at their preferred address as shown by the records of NOCPA maintained by the Secretary, not less than five days before such meeting. Such notice shall state the date, time, and place of the meeting. Notice sent by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice given by electronic transmission shall be deemed to be given when so transmitted. All notices of special meetings shall set forth in reasonable detail the purpose of such meeting as stated in the call of the meeting.

Section 5. Quorum for Meetings of Members. Except as otherwise required by the LNCL, or the Articles, the presence at any meeting of a majority of the members in place as of the date of the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 6. Voting at Meetings of Members. At all meetings of members, each member shall be entitled to cast one vote. At all meetings of members, except as otherwise provided by the Articles or by these bylaws, all matters shall be decided by a majority of the votes cast.

Section 7. Organization of Meetings of Members. At all meetings of members, the Chair of the Board, or in their absence the Vice-Chair of the Board, or, in their absence, any member chosen by a majority of the members present and entitled to vote, shall act as Chair. The Secretary of NOCPA, or in their absence any person appointed by the Chair, shall act as secretary

of the meeting. The order of business at all meetings of members shall be as set forth in the notice of the meeting or, if not set forth in the notice, as announced by the Chair at the call to order.

ARTICLE IV **BOARD OF COMMISSIONERS**

Section 1. Board of Commissioners. NOCPIA shall be managed under the direction of the Board of Commissioners.

Section 2. Powers. The Board shall have all the powers and duties necessary, appropriate or convenient for the administration of the affairs of NOCPIA and for the management and operation of NOCPIA's property and activities and may do and perform for, and on behalf of, NOCPIA all acts and things not prohibited by law, the Articles, or these bylaws.

Section 3. Number, Election and Term of Office. The Board shall consist of no more than thirty (30) persons.

(a) **Term.** All Commissioners shall be elected for a term of three years, which shall expire as of the end of the third Annual Meeting following the election of the Commissioner to that term, or such earlier date as shall be established by the Board. Commissioners shall serve no more than two three-year terms, except that, in the event (a) the Chair of the Board is elected to such office in their second-to-last or last year of Board eligibility, he or she shall be eligible to complete a full two years as Chair, with an option to continue as Chair for one (1) additional year.

(b) **Removal.** The Board may remove any Commissioner, including appointees, for good and sufficient cause, such cause to include, but not be limited to, the failure to attend two (2) or more consecutive meetings of the Board over a twelve-month period without leave or excuse acceptable to the Board, or who shall refuse to discharge any of their duties, or for other good and sufficient cause as determined by the Board. A vote of the majority of the entire Board shall be required at a regular or special meeting for removal pursuant to this Section. The Commissioner subject to removal shall have the right to address the Board prior to any vote regarding their removal.

(c) **Appointees.** Five (5) appointed Commissioners shall be appointed in the following manner: (i) One (1) shall be appointed by the sitting Governor of the State of Louisiana; (ii) One

(1) shall be appointed by the sitting Lieutenant Governor of the State of Louisiana; (iii) One (1) shall be appointed by the sitting Mayor of the City of New Orleans; (iv) One (1) shall be appointed by the sitting City Council of the City of New Orleans from among its members; (v) One (1) shall be appointed by the Jefferson Parish Council from among the citizens of the Parish of Jefferson. All appointed Commissioners shall serve the same term as set forth in these by-laws. The Secretary of the Board shall notify in writing each appointing authority of its right to appoint at least sixty (60) days prior to a vacancy by virtue of expiration or as soon as practicable after there has occurred a vacancy by virtue of the death, resignation, removal or incapacity of a Commissioner.

Section 4. Organization. At all meetings of the Board, the Chair of the Board, or in their absence, the Vice-Chair of the Board, or in their absence, any director chosen by a majority of the Commissioners present, shall act as chair. The Secretary of NOCPA, or in their absence any person appointed by the Chair of the Board, shall act as secretary of the meeting. Meetings of the Board and any committees thereof shall be conducted in accordance with Louisiana's Open Meetings Law (La. R.S. 42:11, et seq.).

Section 5. Place of Meetings. Meetings of the Board shall be held at the corporate office of the NOCPA unless an alternative location is selected by the Chair of the Board and notice of such alternative location is specified in the meeting notice.

Section 6. Regular and Special Meetings. Regular meetings of the Board shall be held on such date and at such time as specified by the Chair of the Board and no less than quarterly. Special meetings of the Board may be called at any time by the Chair of the Board and shall be called by the Secretary upon the request of not less than a majority of the Board. Written notice of all Board meetings shall be given to each Commissioner not less than five calendar days in advance of the meeting by electronic transmission, or by hand delivery or by first-class prepaid U.S. mail. Such notice shall state the date, time and place of the meeting. The corporate office of NOCPA shall be the default meeting location if an alternative location is not set forth in the notice. Notice sent by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice given by electronic transmission shall be deemed to be given when so transmitted. Notices of regular meetings need not state the purposes thereof except as otherwise

required by the Articles or by these bylaws, but notices of special meetings shall state the purposes thereof.

Section 7. Annual Meeting. The Board shall hold an Annual Meeting for organizational purposes, for the election of officers and for approval of new or re-appointed Commissioners. The annual meeting shall be held on such date and at such place and time as designated by the Board.

Section 8. Quorum and Manner of Acting. The presence in person (or by telephone or video conference if so offered in the meeting notice and permissible under Louisiana law) at any meeting of the Board of not less than a majority of the total number of Commissioners then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and, except as otherwise provided by the Articles or by these bylaws, the act of a majority of Commissioners present at a duly convened meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the Commissioners present in person at the time and place of the meeting may adjourn such meeting from time to time until a quorum is present and may meet and discuss business without taking formal action.

Section 9. Resignation. Any Commissioner may resign at any time by giving written notice of such resignation to the Chair of the Board or the Secretary, except that, in the event the resigning Commissioner is the Secretary, the resignation shall be delivered to the Chair of the Board. Unless otherwise specified therein, such resignation shall take effect upon its receipt by the Secretary or the Chair of the Board, as applicable.

Section 10. Vacancies. In the event of any vacancy on the Board, the Commissioners then remaining in office, even though not constituting a quorum, may fill the vacancy by majority vote for the unexpired term applicable to such vacant office, provided the members shall have the right to fill the vacancy at any regular or special meeting called for that purpose prior to such action by the Board. A vacancy in an appointed position on the Board shall be presented to the appointing authority to fill the vacancy. In the event the appointing authority has not filled the vacancy within sixty (60) days from notice, the Board shall fill the vacancy consistent with these by-laws.

Section 11. Compensation. No Commissioner shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provide for the

reimbursement of the actual travel and lodging expenses incurred by the performance and the duties of any Commissioner to the extent provided by such resolution.

ARTICLE V
COMMITTEES OF THE BOARD OF COMMISSIONERS

Section 1. Committees. Either the Board or, the Chair of the Board may from time to time create, designate, and fix the number of Commissioners of one or more *ad hoc* and/or standing committees of the Board for specified purposes not in conflict with these bylaws.

Section 2. Executive Committee. NOCPA shall at all times maintain an Executive Committee (the “**Executive Committee**”). The Executive Committee shall be comprised of the Chair of the Board, the Vice-Chair of the Board, the Secretary of the Board, the Treasurer of the Board, the chairpersons of any standing committees, and the Chief Executive Officer as a non-voting member. The Chair, in their discretion, may also appoint two at -large Commissioners to serve on the Executive Committee. The Executive Committee shall have the duties and responsibilities as set forth in these bylaws and such additional duties and responsibilities as determined by the Board from time to time. Unless otherwise specifically provided herein, all actions of the Executive Committee shall require the prior affirmative vote of a majority of the members of the Executive Committee. Should the Board be unable to convene a meeting of the full Board on a timely basis, the Executive Committee shall have authority to meet, consider and act upon any matter requiring prompt attention.

Section 3. Finance Committee. The Finance Committee shall review the financial operations and controls of NOCPA. The Finance Committee shall be comprised of the Treasurer, who shall chair the committee, and at least two other members of the Board appointed by the Chair. The Finance Committee is empowered to take such steps as it deems necessary to assure that adequate financial controls are maintained and monitored to ensure proper accountability and control of City Park finances. The Finance Committee shall oversee the financial reporting process of NOCPA. The Finance Committee shall ensure that an annual independent audit is performed for NOCPA. The Board, on the recommendation of the Finance Committee shall appoint an independent public accountant to prepare an annual audit of the financial affairs of NOCPA. The Finance Committee shall meet at least annually with the retained accountant to review the annual

audit. The Finance Committee shall be responsible for reviewing the annual NOCPIA budget and present the budget for recommendation to the full Board for adoption. The Finance Committee shall be responsible for reviewing the annual NOCPIA proposed budget and present the budget to the Executive Committee for recommendation to the Board.

Section 4. Governance Committee. The Governance Committee shall be responsible for identifying and nominating to the Board: (i) individuals with the knowledge and experience to serve as Commissioners; (ii) incoming and existing Commissioners to serve as officers; and (iii) incoming and existing Commissioners to serve as chairs of all Board committees, in each case in consultation with and giving due consideration to the Chair of the Board. The Governance Committee shall prepare and submit to the Board a slate of officers and Commissioners for approval by the Board at the Annual Meeting. The Governance Committee shall be responsible for (i) proposing to the Board changes to the Bylaws and policies of the Board; (ii) advising the Board of current best practices with respect to the governance of similar institutions; (iii) making recommendations to the Board regarding corporate governance matters and practices; and (iv) determine whether a conflict of interest exists and its proper resolution. The Governance Committee shall perform other duties as assigned by the Chair or Executive Committee.

Section 3. Limitations. No committee shall have the authority of the Board in reference to (i) amending, altering, or repealing these Bylaws; (ii) electing, appointing, or removing any Commissioner or officer of NOCPIA (iii) amending the Articles of Incorporation; (iv) adopting a plan of merger or adopting a plan of consolidation with another entity; (v) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of NOCPIA; (vi) authorizing the voluntary dissolution of NOCPIA or revoking proceedings thereof; (vii) adopting a plan for the distribution of the assets of NOCPIA; or (viii) amending, altering, or repealing any resolution of the Board that by its terms provides that it shall not be amended, altered or repealed by any committee.

ARTICLE VI **OFFICERS OF THE BOARD OF COMMISSIONERS**

Section 1. Number and Designation. The principal officers of the Board shall be a Chair, a Vice-Chair, Chair and Chief Executive Officer, a Secretary and a Treasurer, and such other

officers as the Board may from time to time elect or appoint. All officers, except the Chief Executive Officer, shall be Commissioners.

Section 2. Election, Term of Office, and Qualifications. Each principal officer shall be elected by the Board and shall hold office for no more than one (1) two-year term with a one (1) one year option to continue during which he or she serves as a Commissioner or until their successor shall have been chosen and shall qualify, or until their earlier death, resignation or removal in the manner prescribed in Section 3 of this Article VI.

Section 3. Removal. Any officer may be removed from office, with or without cause, at any time by a vote of not less than a majority of the entire Board.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Secretary, except that a resignation by the Secretary shall be delivered to the Chair of the Board. Unless otherwise specified therein, such resignation shall take effect on the date received by the Secretary or the Chair of the Board, as applicable.

Section 5. Vacancies. A vacancy in the office of Chair of the Board because of death, resignation, removal or for any other reason shall be filled by the Vice-Chair of the Board. A vacancy in any other office because of death, resignation, removal or for any other reason shall be filled by a majority of the votes actually cast at any meeting of the Board at which a quorum is present that is held during the existence of such vacancy. Such vacancies shall be filled only for the unexpired term of the vacant position.

Section 6. Chair of the Board. The Board shall appoint the Chair of the Board. The Chair of the Board shall preside at all meetings of the members and the Board at which they are present and shall establish the agendas for those meetings. The Chair of the Board shall perform all duties incident to the office of Chair of the Board as herein defined, and all such other duties as may from time to time be delegated to them by the Board. The Chair of the Board may execute contracts and other instruments as may be authorized or required by the Board.

Section 7. Vice-Chair of the Board. The Board shall appoint the Vice-Chair and the Chair-elect of the Board. The Vice-Chair and the Chair -elect shall assist the Chair of the Board and perform such duties as may from time to time be delegated to them by the Chair of the Board.

The Vice-Chair and/or Chair-elect may serve as the Chair of the Board and perform all duties of the Chair in their absence.

Section 8. Chief Executive Officer. The Chief Executive Officer (“CEO”) shall have general charge of the operations, business, affairs and property of City Park, and shall have supervision over its contractors, employees and agents and in this capacity, serve as the Board’s legal designee for the NOCPIA. In addition, the CEO shall perform such other functions and duties as may be assigned to them from time to time by the Board. They shall perform all duties incident to the office of CEO, including, without limitation, the execution of any deeds, leases, bonds, contracts or other instruments as needed to conduct the business of NOCPIA and in accordance with the financial policies of NOCPIA. The CEO shall see that all orders and resolutions of the Board are carried into effect. The CEO serves as an officer of the Board, but not as a Commissioner. The CEO, or their designee, shall attend all meetings of NOCPIA, but shall not be elected or appointed as a Commissioner. The CEO shall ensure operations in accordance with a Master Plan for City Park. The CEO shall make only such major improvements to City Park as have been authorized by the Board consistent with the Master Plan. The CEO shall develop and promulgate all rules and regulations for the operation and maintenance of City Park. The CEO shall timely inform the Chair of any and all matters pertaining to policy, public relations, media inquiries and other significant matters occurring in or affecting City Park. If NOCPIA contracts with a non-profit corporation for the operation, management, care and control of City Park, the non-profit CEO shall also serve in the officer position of CEO of NOCPIA and ensure performance under any such contract.

Section 9. Secretary. The Secretary shall, if available, attend all meetings of the members and the Board and shall record all votes and minutes of all proceedings of those bodies in a book to be kept for that purpose. The Secretary shall be the official custodian of the records of the Board and shall be authorized to certify the contents thereof from time to time as occasion may require. In accordance with Article II, Section 2, the Secretary shall at all times maintain a written list of the names of all members of the Board, which shall constitute conclusive evidence of the membership. The Secretary shall give, or cause to be given, due notice of all meetings of the members and the Board and shall perform such other duties as may be prescribed by the Board or the Chair of the Board.

Section 10. Treasurer. The Treasurer shall receive and review financial statements for the Board, prepared in accordance with Generally Accepted Account Principles. The Treasurer shall serve as Chair of the Finance Committee. The Treasurer shall have furnished to the Board periodic statements of the financial condition of NOCPIA. The Treasurer shall perform all duties incident to the office of Treasurer and customarily performed by such an officer, as well as all other duties as may be assigned to them by the Board or the Chair of the Board.

Section 11. Compensation. Officers who are not Commissioners shall be entitled to receive salary or compensation in a reasonable amount for such personal services rendered that are necessary and reasonable in carrying out the Corporation's purposes as the Board of Commissioners may determine.

ARTICLE VII INDEMNIFICATION

Section 1. NOCPIA shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a Director or officer of NOCPIA and may indemnify (which indemnification may include without limitation, advancing reasonable expenses) any person who is or was an employee or agent of NOCPIA (or any person who is or was serving at the request of NOCPIA as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law. In addition, NOCPIA shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Board may determine from time to time. NOCPIA shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not NOCPIA would have the power to indemnify such person under the foregoing provisions. Any amendment to this Article IX shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

Section 2. Settlement. NOCPIA shall not be obligated to pay any amount in settlement of a Proceeding or reimburse an Indemnitee for any payment made by them in settlement of a

Proceeding, unless the terms of the settlement have been approved by the Board, which approval shall not be unreasonably delayed or withheld.

Section 3. Non-Exclusivity. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of shareholders or disinterested Commissioners or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office.

ARTICLE VIII **AMENDMENTS**

These bylaws may be repealed or amended from time to time by a vote of not less than two-thirds (2/3) of the Board at any meeting of the Board. It shall be necessary, as a condition precedent to the amendment or repeal of these bylaws, that the notice of the meeting of the Board at which such amendment or repeal is effected shall have contained a statement that the business of the meeting would include a proposed amendment or repeal of such portion of these bylaws.

ARTICLE IX **ADDITIONAL PROVISIONS**

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NOCPIA, and such authority may be general or confined to specific instances. The CEO shall have authority to enter into any and all contractual obligations on behalf of City Park or NOCPIA for durations less than five (5) years and/or in amounts not exceeding Five Hundred Thousand Dollars (\$500,000). Any contract with a term of more than five (5) but less than ten (10) years and/or any obligation of NOCPIA exceeding Five Hundred Thousand Dollars (\$500,000) shall be presented to and approved by the Executive Committee prior to execution. Any contract with a term of ten (10) years or more must be submitted to the Board for approval.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of NOCPIA shall be signed by such

officer or officers, agent or agents of NOCPIA and in such manner consistent with financial policies of the Board.

Section 3. Deposits. All funds of NOCPIA shall be deposited from time to time to the credit of NOCPIA in such banks, trust companies or other depositories.

Section 4. Gifts. The Board may accept on behalf of NOCPIA any contribution, gift, bequest or devise for the general purposes or for any special purpose of NOCPIA.

Section 5. Books and Records. NOCPIA shall keep (or shall cause to be kept) correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board and shall keep at its registered or principal office a record giving the names and addresses of the members of NOCPIA entitled to vote at meetings of the members and the names and addresses of the Commissioners.

ARTICLE X

EFFECTIVE DATE

The Effective Date of these bylaws shall be May 24, 2022.

Board of Commissioner Signatures:

