

BY-LAWS OF THE
ERNEST N. MORIAL NEW ORLEANS EXHIBITION
HALL AUTHORITY

ARTICLE I - THE AUTHORITY AND ITS COMMISSIONERS

Article 1:1

In accordance with the provisions of Act 305 of the 1978 Louisiana Regular Legislative Session, the name of the Authority is the ERNEST N. MORIAL NEW ORLEANS EXHIBITION HALL AUTHORITY formerly the New Orleans Exhibition Hall Authority.

Article 1:2

The domicile of the Authority shall be at the Ernest N. Morial Convention Center - New Orleans formerly the New Orleans Convention Center; 900 Convention Center Boulevard, New Orleans, Louisiana 70130, or at such other place in the City of New Orleans, Louisiana, as the Authority may designate by Motion or Resolution from time to time.

Article 1:3

- A. The purpose of the Authority and the terms and qualifications of its Commissioners shall be as stated in Act No. 305 of the 1978 Louisiana Legislature and any amendment thereto.
- B. The powers of the Authority shall be vested in the Commissioners thereof.

ARTICLE II - OFFICERS, STAFF, AND OTHER PERSONNEL

Article 2:1

The Officers of the Authority shall be a President, Vice-President, Secretary, Treasurer and Executive Vice-President. The offices of Secretary and Treasurer may be combined. The Executive Vice-President is appointed by the Commissioners and serves at their pleasure. All officers of the Authority shall

be Members of its Board of Commissioners, except that the Executive Vice-President may not be a Commissioner of the Authority's Board.

The officers of the Authority shall perform such duties and functions as may, from time to time, be required by the Commissioners of the Authority or by these By-Laws or by Motion or Resolution of the Authority.

Article 2:2

Officers shall be designated in accordance with Act No. 305 of the 1978 Louisiana Legislature as amended, and these By-Laws if applicable, or in a manner determined by Motion or Resolution of the Commissioners at a Regular, rescheduled, or Special Meeting of the Authority.

Article 2:3

- A. The President shall preside at all meetings of the Commissioners of the Authority.
- B. Except as otherwise authorized by Motion or Resolution of the Authority, the President shall sign all contracts, deeds, and other instruments of the Authority, except that the Executive Vice-President shall have the authority to sign service contracts and other routine instruments affecting office management which are required to be signed in the ordinary course of business with respect to the affairs of the Authority.
- C. At each meeting, the President shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Authority.
- D. Should the Office of the President become vacant, the Commissioners of the Authority shall designate a temporary successor from its membership at the next regular meeting.

Article 2:4

- A. The Vice-President shall perform the duties of the President in the absence or incapacity of the President.
- B. In case of the resignation or death of the President, the Vice-President shall perform such duties as are imposed on the President until such time as a President is designated.

- C. Should the office of the Vice-President become vacant, the Commissioners of the Authority shall designate a successor from its membership at the next regular meeting. Such designation shall be for the unexpired term of said office.

Article 2:5

A. The Secretary shall:

1. Ensure that appropriate records are kept of all meetings of the Commissioners and other proceeding of the Authority.
2. Certify by signature an official copy of the Minutes of each Regular or Special Meeting of the Authority, which copy shall be maintained in a Minutes record at the domicile of the Authority.
3. Certify by signature all codified, Standing Resolutions of the Authority.
4. Perform all other duties incident to his office.

- B. When the office of Secretary becomes vacant, the Executive Vice-President shall perform the duties of the Secretary until the office is filled by an election of the Commissioners. Such designation shall be for the unexpired term of said office.

Article 2:6

A. The Treasurer shall:

1. Ensure that the financial records of the Authority are properly maintained.
2. Perform all other duties incident to his office.

- B. When the office of Treasurer becomes vacant, the Executive Vice-President shall perform the duties of the Treasurer until the office is filled by an election of the Commissioners for the unexpired term of said office.

Article 2:7

- A. The Commissioners shall appoint an Executive Vice-President who shall serve at the will of the Commissioners. The Commissioners may appoint a Controller to serve as Chief Financial Officer who shall be responsible for the Authority's financial accounting functions. The functions of the Controller shall be performed by the Executive Vice-President in the absence or incapacity of the Controller.
- B. The Executive Vice-President shall have general supervision of the administration of the Authority and shall be charged with the management of the projects and the day to day operations of the Authority.
- C. The Controller shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks, or savings and loan institutions as the Authority may select.
- D. The Executive Vice-President or the Controller of the Ernest N. Morial New Orleans Exhibition Hall Authority shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Commissioners, provided that:
1. All checks shall be countersigned by the President, the Vice-President, Secretary, Treasurer, or any other Commissioner designated by Resolution as having check-signing authority.
 2. In the absence or incapacity of the Executive Vice-President and the Controller, checks shall be signed by the President and countersigned by the Vice-President, Secretary, Treasurer, or any other Commissioner having check-signing authority.
 3. In the absence or incapacity of the Executive Vice-President, the Controller, and the President, the Vice-President, Secretary, Treasurer, or any other Commissioner having check-signing authority shall act as alternate signer or countersigner.
 4. All check signers or countersigners shall be covered by a Fidelity Bond for not less than \$50,000.
- E. The Controller shall keep regular books of accounts of the transactions and of the financial condition of the Authority.

- F. The Executive Vice-President shall maintain a regular book of all codified and Standing Resolutions which are identified and numbered as such by the Board of Commissioners.

Article 2:8

- A. The Authority may, from time to time, employ such personnel as the Commissioners of the Authority deem necessary or desirable in the exercise of the power, duties and functions of the Authority as authorized by law.
- B. The selection and compensation of such personnel (including the Executive Vice-President) shall be determined by the Commissioners.
- C. The Authority may, from time to time, contract with persons, firms, or corporations as the Commissioners of the Authority deem necessary or desirable in the exercise of its power, duties and functions as authorized by law.
- D. The selection, compensation, terms, and conditions of any such contracts shall be determined by the Commissioners and shall be entered into in accordance with applicable laws regulating contracts entered into by public entities.

ARTICLE III - MEETINGS

Article 3:1

- A. The Authority shall hold its Regular Meeting of the Board on the fourth Wednesday of each month at 2:00 p.m., immediately following the meeting of New Orleans Public Facility Management, Inc., at the Board Room of the Ernest N. Morial Convention Center - New Orleans, 900 Convention Center Boulevard, New Orleans, Louisiana 70130, the domicile of the Authority, or at such other locations as may be designated and noticed by the Board from time to time.
- B. In the event that the Regular Meeting day shall be a legal holiday, or if a quorum of the Board cannot be attained, said meeting shall be held on the next succeeding work day or another day determined by Motion or Resolution or designated by the President.
- C. The Authority shall publish written public notice of all scheduling of its Regular Meetings at the beginning of each calendar year in the official journal of the Authority, which shall include the dates, times, and places of

such meetings, provided however that the Authority may hold Special Meetings and may reschedule the date and time of its Regular Board Meetings as and when deemed necessary or advisable by the Authority, in accordance with the provisions of Article 3:2 below.

Article 3:2

- A. The Authority shall give written public notice of any Regular, Special, or rescheduled Meeting not later than twenty-four (24) hours before the Meeting. Such notice shall include the agenda, date, time, and place of the Meeting, provided that upon approval of two-thirds (2/3rds) of the Members present at a Meeting of the Authority, the Authority may take up a matter which is not listed on the agenda. In cases of extraordinary emergency, such notice shall not be required. However, the Authority shall give such notice of the Meeting as it deems appropriate under the circumstances.
- B. The President of the Authority may, when he deems it expedient, and shall upon the request of three (3) Commissioners of the Authority, call a Special Meeting of the Commissioners for the purpose of transacting any business designated in the notice of such Special Meeting, or which is specifically approved by two-thirds (2/3rds) of the Authority present at such a Meeting.
- C. The Authority may give written notice of its Regular, Special, or rescheduled Meetings by posting a copy of the notice at the principal office of the Authority, or by publication of the notice in the official journal of the Authority not less than twenty-four (24) hours before the Meeting. Written notice of such Meeting shall also be mailed, forwarded by Facsimile transmission or hand-delivered to the office or home address of each Commissioner not less than three (3) days prior to the date of such meeting, provided that, with approval of the President or Acting President, the Commissioners may receive notice of such Meetings by telephone no less than twelve (12) hours prior to such Meeting.
- D. Special Meetings of the Authority shall be held at the Authority's domicile, 900 Convention Center Boulevard, New Orleans, Louisiana 70130 or at such other place as may be designated in the meeting notice.

Article 3:3

- A. The rules contained in Robert's Rules of Order shall govern the Meetings of the Authority in all cases in which they are applicable, to the extent that they are not inconsistent with these By-Laws, any rule, regulation or motion adopted by the Authority, or any applicable law.

- B. The Authority shall adopt such rules and regulations as it deems advisable for its own government. Rules and regulations of the Authority may be adopted by motion or resolution at any Meeting of the Authority, provided that no rule shall be adopted which conflicts with these By-Laws.
- C. Any standing resolution adopted by the Authority, shall be codified at the request of any Commissioner, and shall be designated as a numbered Standing Resolution of the Authority's Board of Commissioners. Any such Standing Resolution shall be sequentially numbered, shall specify the date that the resolution was adopted, and shall be evidenced on 8 1/2 X 11 paper, and signed by the Secretary. The sequential numbering of any such Standing Resolutions shall be by calendar year, and shall be identified by year and number.

Article 3:4

- A. The Regular, Special, or rescheduled Meetings of the Authority shall be performed in an open and public manner and shall be open to the general public, provided however that the Authority may, hold an Executive Session upon an affirmative vote of two-thirds (2/3rds) of the Commissioners voting and present at such meeting, in accordance with the provisions of LA R.S. 42:6, as amended, and further provided that no final or binding actions shall be taken by the Authority during an Executive Session. The vote of each Commissioner on the question of holding an Executive Session and the reason for holding such an Executive Session shall be recorded and entered into the Minutes of the Meeting.
- B. Seven (7) Commissioners shall constitute a quorum for the purpose of conducting business during a meeting of the Authority, but a smaller number may meet from time to time until a quorum is obtained.
- C. Action may be taken by the Authority upon an affirmative vote by the majority of Commissioners present at a meeting at which there is a quorum.

Article 3:5

- A. The voting on all questions coming before the Commissioners shall be made by voice vote. The yeas and nays shall be entered upon the Minutes of such Meeting if a vote is other than unanimous. At the request of any Commissioner, a record, by individual Commissioner, shall be made of any votes which are taken.
- B. The Authority shall keep written Minutes of all of its open meetings. The Minutes shall include but need not be limited to the following:

1. The date, time and place of the Meeting;
 2. The Commissioners of the Authority recorded as either present or absent;
 3. The substance of all matters decided and, at the request of any Commissioner, a record by individual Commissioner of any votes taken; and
 4. Any other information that the Authority requests be included or reflected in the Minutes.
- C. The Authority shall keep a record of all of its proceedings and shall designate one (1) newspaper of general circulation in the Parish of Orleans as its official journal in which an extract of the Minutes of such proceedings shall be published.

ARTICLE IV - AMENDING THE BY-LAWS

Article 4:1

- A. The By-Laws of the Authority may be amended by the following procedures:
1. Written notice of intention to amend the By-Laws shall be included on the agenda relative to a Regular, rescheduled or Special Meeting at which the amendment is to be proposed.
 2. Written notice of intention to amend the By-Laws shall be given to all Commissioners preceding the Regular, rescheduled, or Special Meeting at which the amendment is to be proposed.
 3. An affirmative vote of two-thirds (2/3^{rds}) of the Commissioners present and voting shall be necessary for an amendment of the By-Laws.

Article 4:2

Incorporated by this reference, are applicable provisions of Louisiana law governing the conduct and regulation of public bodies, and these By-Laws may be modified or amended to the extent necessary to cause them to conform to applicable law.

ARTICLE V - AUDITS

The records of the Authority shall be audited at such times as the Commissioners deem necessary, and at such times as may be required by any applicable law or regulation of funding sources, local, state, federal, or other.

Adopted as Amended on SEPTEMBER 24, 1997.