

BY-LAWS OF
NEW ORLEANS PUBLIC FACILITY MANAGEMENT, INC.

ARTICLE I - THE CORPORATION AND ITS DIRECTORS

Article 1:1

The name of the Corporation is NEW ORLEANS PUBLIC FACILITY MANAGEMENT, INC. (hereinafter "the Corporation"). The Corporation is a quasi-public, nonprofit corporation organized in accordance with and governed by the provisions of the Louisiana Nonprofit Corporation Law.

Article 1:2

The domicile of the Corporation shall be at 900 Convention Center Boulevard, New Orleans, Louisiana 70130, or at such place in the Parish of Orleans, State of Louisiana as the Board of this Corporation may designate by motion from time to time.

Article 1:3

- A. The purposes of the Corporation and the terms and qualifications of its members and Directors shall be as stated in its Articles of Incorporation.
- B. The powers of the Corporation shall be vested in the Board of Directors thereof.

ARTICLE II - OFFICERS, STAFF AND PERSONNEL

Article 2:1

- A. The Officers of the Corporation shall be a President, one or more vice presidents, a Secretary and a Treasurer, none of which must be a member of the Board. The offices of Secretary and Treasurer may be combined. A General Manager may be appointed by the Board of Directors to serve at their pleasure or contractually as authorized by the Directors. The General Manager may also serve as an officer of the Corporation.

B. The Board of Directors shall elect, from among its members, a Chairman of the Board, who shall preside at all meetings of the Board.

C. The General Manager and Officers of the Corporation shall perform such duties and functions as may, from time to time, be required by the Directors of the Corporation or by these By-Laws or by Motion or Resolution of the Corporation.

Article 2:2

Officers shall be designated in accordance with the Articles of Incorporation and these By-Laws, if applicable, or in a manner determined by Motion or Resolution of the Directors at a Regular or Special Meeting of the Corporation.

Article 2:3

A. The Chairman of the Board shall preside at all meetings of the Directors of the Corporation.

B. The General Manager shall attend regular Board meetings in order to furnish the Board with information regarding the operations and affairs of the Corporation.

C. Except as otherwise authorized by Motion or Resolution of the Corporation, the President shall sign all contracts, deeds, and other instruments of the Corporation, except that the Corporation may authorize the General Manager by Motion to sign service contracts and other routine instruments affecting routine matters, personnel or office management which are required to be signed in the ordinary course of business with respect to the affairs of the Corporation.

D. At each meeting, the President and/or General Manager shall submit such recommendations and information as he/they may consider proper concerning the business affairs and policies of the Corporation.

E. Should the office of the President become vacant, the Chairman of the Board shall serve as a temporary successor until such time as a new President is elected by the Board at the next regular meeting or at a special meeting called for such purpose, unless or until another temporary or interim President is designated by Motion of the Board.

Article 2:4

A. The First Vice-President shall temporarily perform the necessary duties of the President in the absence or incapacity of both the President and the Chairman of the Board.

- B. In case of the resignation or death of the President, the Chairman of the Board shall notify the Board and Officers of the vacancy and shall temporarily perform such duties as are imposed on the President until such time as a new or temporary President is elected by the Board at a Regular or Special Meeting held for such purpose.
- C. Should the office of the Vice-President(s) become vacant, the Directors of the Corporation shall determine a successor by an election of the Board of Directors. 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 Directors and other proceedings of the Corporation.
 - 2. Certify by signature an official copy of the Minutes of each Regular or Special Meeting of the Corporation, which copy shall be maintained in a Minutes Record at the domicile of the Corporation.
 - 3. Perform all other duties incident to his/her office.
- B. When the office of Secretary becomes vacant, the First Vice-President or General manager if there is no First Vice-President, shall perform the duties of the Secretary until the office is filled by an election of the Board of Directors.

Article 2:6

- A. The Treasurer shall:
 - 1. Ensure that the financial records of the Corporation are properly maintained.
 - 2. Perform all other duties incident to his/her office.
- B. When the office of Treasurer becomes vacant, the First Vice-President or General Manager, if there is no First-Vice President, shall perform the duties of the Treasurer until the office is filled by an election of the Board of Directors.

Article 2:7

- A. The Directors may appoint and retain a General Manager who shall serve at the will of the Directors or contractually as authorized by the Directors.

- B. If so retained, the General Manager shall have the general supervision of the administration of the Corporation and shall be charged with the management of the projects and undertakings of the Corporation.
- C. If so retained, the General Manager shall have the care and custody of all funds of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the Corporation may select, subject to the provisions of Subsection F of this Article 2:7.
- D. If so retained, the General Manager shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Directors, provided that all checks must be signed by at least two (2) separate persons as provided below:
1. All checks shall be countersigned by the Chairman of the Board, the President, the First Vice-President, Secretary, Treasurer, or any other Director designated by Resolution as having check signing authority. In the event that the General Manager also holds an office in the Corporation, the General Manager may not countersign his own signature.
 2. In the absence or incapacity of the General Manager, if any, checks shall be signed by the President and countersigned by the Chairman of the Board, the First Vice-President, Vice-President, Secretary or Treasurer, or any other Director having check-signing authority.
 3. In the absence or incapacity of the General Manager, if any, the Chairman of the Board, the President, the General Manager, Secretary, Treasurer, or any other Director 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 Corporation may enter into a management agreement with the Ernest N. Morial New Orleans Exhibition Hall Authority - formally the New Orleans Exhibition Hall Authority - upon the affirmative vote of two thirds (2/3rds) of the members of the Board of Directors present and voting. Any such management agreement may only be amended by the affirmative vote of two thirds (2/3rds) of this Corporation's Board present and voting. Such management agreement may provide for the Corporation's funding and may contain such provisions, restrictions, and obligations as may be determined by the Board. Any such management agreements, including amendments thereto, are hereby incorporated into these By-Laws by this reference as though set forth in its entirety. The Corporation shall maintain copies of any such management agreement, as

amended, at the Corporation's registered office and shall make copies of same available to the public upon request.

- F. The General Manager, if any, or such other person as may be designated by the Board, shall keep regular books of accounts of the transactions and of the financial condition of the Corporation.

Article 2:8

- A. The New Orleans Public Facility Management, Inc. may, from time to time, employ such personnel as the Directors of the Corporation deem necessary to exercise its power, duties and functions as prescribed by law.
- B. The selection and compensation of such personnel (including the General Manager) shall be determined by the Directors.

ARTICLE III - MEETINGS

Article 3:1

- A. The Regular Meeting of the Board shall be held on the fourth Wednesday of each month at 2:00 p.m. at the Board Room of the Ernest N. Morial Convention Center - New Orleans, formally the New Orleans Convention Center, 900 Convention Center Boulevard, New Orleans, Louisiana, 70130 or at other locations, dates or times designed by the Board of Directors.
- B. In the event that the Regular Meeting day shall be a legal holiday, said meeting shall be held on the next succeeding work day or another day determined by Motion or Resolution or designated by the President.

Article 3:2

- A. The Chairman of the Board of the Corporation may, when he deems it expedient, and shall on the request of three (3) Directors of the Corporation, call a Special Meeting of the Directors for the purpose of transacting any business designated in a notice of the meeting.
- B. Written notice of all Regular, Special or rescheduled Meetings shall be mailed or hand-delivered to the office or home address of each Director no less than three (3) days prior to the date of such meeting whenever feasible, provided that, with approval of the Chairman of the Board, notice may be given to the Board by telephone no less than 24 hours prior to such meetings.

- C. The Corporation shall also 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. In cases of extraordinary emergency, such notice shall not be required. However, the Corporation shall give such notice of the Meeting as it deems appropriate under the circumstances.

Article 3:3

- A. The rules contained in Robert's Rules of Order shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with these By-Laws or with other rules adopted by the Corporation from time to time.
- B. Standing rules of the Corporation may be adopted by Motion or Resolution at any meeting, provided that no standing rule shall be adopted which conflicts with these By-Laws.

Articles 3:4

- A. Seven (7) Directors shall constitute a quorum for the purpose of conducting business during a meeting of the Corporation, but a smaller number may meet from time to time until a quorum is obtained.
- B. Action may be taken by the Corporation upon an affirmative vote by the majority of Directors present at a meeting at which there is a quorum.

Article 3:5

- A. The business performed by this Corporation shall be performed in an open and public manner and meetings of the Board of this Corporation shall be held in public in accordance with the provisions of the Louisiana Open Meeting Law (LA R.S. 42:4.1 et seq.). This Corporation shall maintain its records and furnish public access thereto, subject to the Public Records Law (LA R.S.44:1 et seq.).
- B. The voting on all questions coming before the Directors shall be 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 Board Member, a record, by individual vote shall be made of any vote which is taken.

ARTICLE IV - AMENDING THE BY-LAWS

The By-Laws of the Corporation may only be amended by the following procedures:

1. Notice in writing of the intention to amend the By-Laws shall be given to all Directors preceding the Regular or Special Meeting at which the amendment is to be proposed.
2. An affirmative vote of two-thirds (2/3^{ds}) of the Directors present and voting shall be necessary for an amendment of the By-Laws.

ARTICLE V - AUDITS

The records of the Corporation shall be audited at such times as the Directors deem necessary but, in any case, in keeping with law and the regulations of funding sources, local, state, federal or other.

ADOPTED, AS AMENDED ON SEPTEMBER 24, 1997.