ORDINANCE

CITY OF NEW ORLEANS

CITY HALL:  February 20, 2020

CALENDAR NO.: 32925

NO. ____________________ MAYOR COUNCIL SERIES

BY:  COUNCILMEMBER GISLESON PALMER (BY REQUEST)

AN ORDINANCE to amend and reordain Ordinance Number 14118 M.C.S., which approved the incorporation of the New Orleans Tourism Marketing Corporation ("NOTMC") as an economic development corporation pursuant to the Cooperative Economic Development Law, La. R.S. 33:9020 et seq., to modify the terms governing NOTMC’s approval as an economic development corporation and to incorporate revised Articles of Incorporation and By-Laws that, inter alia, (i) change the name of the corporation from NOTMC to the “New Orleans Tourism and Cultural Fund,” (ii) modify certain provisions affecting corporate governance, and (iii) amend the purpose of the corporation to include support for equitable and sustainable tourism, as well as support for the cultural economy and culture-bearers of the City of New Orleans through programs and projects consistent with the Cooperative Economic Development Law; and otherwise to provide with respect thereto.

WHEREAS, due to the merger of the marketing functions of the New Orleans Tourism Marketing Corporation (NOTMC) and New Orleans & Company (NOCO) in 2019 and the attendant transfer of staff and movable and intellectual property to NOCO, at least two-thirds of the members of the NOTMC Board of Directors voted at its February 10, 2020 meeting to approve amendments to the corporation’s Articles of Incorporation and Amended and Restated By-Laws that, inter alia, changed its name, purpose, and board composition; and
WHEREAS, Ordinance No. 14118 M.C.S., which ordinance approved the application for organization and incorporation of the New Orleans Tourism Marketing Corporation in accordance with La. R.S. 33:9020 et seq., must be amended to reflect the amendments to the corporation’s Articles of Incorporation and By-Laws; NOW THEREFORE

SECTION 1. THE COUNCIL OF THE CITY OF NEW ORLEANS HEREBY

ORDAINS, That Ordinance No. 14118 M.C.S. is hereby amended and reordained to read as follows:

"SECTION 1. THE COUNCIL OF THE CITY OF NEW ORLEANS HEREBY

ORDAINS, that the New Orleans Tourism and Cultural Fund (hereinafter "the Corporation"), as the legal successor to the New Orleans Tourism and Marketing Corporation, is hereby approved as an economic development corporation pursuant to the authority conferred by La. R.S. 33:9020 et seq. The Corporation shall operate at all times in accordance with the Cooperative Economic Development Law, as well as the Articles of Incorporation and By-Laws attached to this Ordinance as Exhibit A. No subsequent amendment to the Articles or By-Laws shall become effective until approved by Ordinance.

SECTION 2. A. Within 90 days of the effective date of this Ordinance, the Corporation shall submit a revised economic development plan (hereinafter the "Plan") to the City Council for approval by Ordinance. In accordance with La. R.S. 33:9023(B), the Plan shall provide an overall policy and plan of action, stating goals and objectives for alleviating the conditions of economic distress in New Orleans or any other jurisdiction where it is authorized to act. It shall set out the geographic location in the affected jurisdiction where local economic development activities should be directed to achieve maximum effort and shall specify, so far as practical, the types of activities that may best achieve the purpose of increasing the aggregate income of the
community, enabling income to be distributed to low and moderate income persons, and creating
greater job diversity by attracting and retaining job producing establishments. The Plan shall also
set forth whether the Corporation shall develop proposals on its own for projects to achieve the
goals and objectives stated in the Plan or whether it will issue request for proposals from other
public or private association, corporation, or individual for economic development projects. The
Plan shall also detail how the Corporation will support equitable and sustainable tourism, the
cultural economy, and culture-bearers within the City of New Orleans in a manner consistent
with the Cooperative Economic Development Law, along with a reasonably specific definition of
“culture-bearers” and an outline of the Corporation’s plan to support them. Any subsequent
changes to the Plan shall be subject to approval by ordinance of the City Council, in the manner
set forth hereinafore. In the event the Corporation fails to submit a Plan, or in the event that the
Council disapproves the Plan or any subsequent amendment thereof, the Corporation may be
decertified as an economic development corporation by the City Council.

B. Until such time as the Plan is approved as provided herein, the Corporation shall
operate only in accordance with the most recent previously approved and adopted plan. Any
operations and expenditures of the Corporation shall be made in accordance with the approved
2020 budget, unless and until the Council approves a revised Program in accordance with
Section 3(C).

C. In accordance with La. R.S. 33:9026, the Plan shall be subject to periodic review and
approval by the Council.

SECTION 3. A. The Corporation shall annually submit to the Mayor and the City
Council, in conjunction with the City’s operating budget, a detailed tourism and cultural
economy program (hereinafter the “Program”) which shall be in addition to and distinct from the
submission of the Plan and the annual report required by La. R.S. 33:9025. The Program shall set forth the proposed allocations and use of the funds to be needed in the upcoming fiscal year, including anticipated tax revenues, funds from all other sources and any fund balance from prior years and specifying its proposed activities and expenditures. The Program shall also include information on the prior year's expenditures and progress toward the prior year's proposed activities. The Council shall receive, review, and consider the Program, together with such written comments and recommendations as the Mayor may provide. Submission of the Program shall be in accordance with the schedule established for submission and consideration of the City budget.

B. The City Council may by a majority vote of its members adopt or reject an ordinance setting forth the recommended program as originally submitted by the Corporation, or it may alter or modify the Program or any portion or detail thereof, but only by a majority vote of all of its members. If the Program as originally submitted by the Corporation is adopted by the majority vote of the City Council, it shall become final and conclusive and may thereafter be implemented. If, however, the City Council alters or modifies the Program by a majority vote of its members, the Program as so altered or modified shall be resubmitted to the Corporation for its concurrence or rejection. The Corporation may concur in such modified program by a majority vote of all of its board members. If the Corporation so votes to concur in the program as modified by the City Council, the program shall become final and conclusive and may thereafter be implemented. If, however, the Corporation does not concur in the program as modified by the City Council, it shall notify the City Council in writing of its action. The Corporation may then submit one or more alternate programs to the Council, which must be submitted serially, for adoption, modification or rejection in the same manner as provided above until such time as a
Program is adopted by the Council and becomes final and conclusive. The Director of Finance shall not approve any expenditure from the Tourist and Convention Promotion and Support Fund except in accordance with a Tourism and Cultural Economy Program which has become final and conclusive in the manner set forth hereinabove.

The Corporation may request amendments to the terms of an approved Program if the decision to propose such an amendment is adopted by a vote of not less than two-thirds of the Board members of the Corporation, provided that no such amendment shall become effective until adopted by the City Council. Any such amendment to the Program shall be consistent with the Plan most recently approved by the City Council.

C. Notwithstanding the provision in paragraph A of this Section, for the year 2020, the Program and a revised economic development plan as required by R.S. 33:9020 et seq. shall be submitted to the Council for its approval or rejection by ordinance, pursuant to Section 2 herein, no later than ninety days from the effective date of this Ordinance.

SECTION 4. The Corporation shall deposit any funds received from the City in a city depository having its principal place of business in the City of New Orleans. The meetings and activities of the Corporation shall be conducted in accordance with Louisiana Open Meetings Law. The Corporation shall maintain its records and furnish public access thereto as though this corporation were subject to the public records law.

The books and records of the Corporation shall be open during normal business hours for review by the Director of Finance or the Director’s designee, and/or for review by persons designated by the Chief Administrative Officer. The books and records of the Corporation shall be subject to financial and compliance audits by the City on an annual basis.
SECTION 5. In the event of any conflict between the provisions of this Ordinance and Ord. No. 14118 M.C.S., the provisions of this Ordinance shall control.”

ADOPTED BY THE COUNCIL OF THE CITY OF NEW ORLEANS

PRESIDENT OF THE COUNCIL

DELIVERED TO THE MAYOR ON

APPROVED:

DISAPPROVED:

MAYOR

RETURNED BY THE MAYOR ON AT

CLERK OF COUNCIL

ROLL CALL VOTE:

YEAS:

NAYS:

ABSENT:

RECUSED:
EXHIBIT A

ARTICLES OF INCORPORATION AND AMENDED AND RESTATED BY-LAWS

(AS AMENDED)
Articles of Incorporation  
of the  
New Orleans Tourism and Cultural Fund  
United States of America  
State of Louisiana  
Parish of Orleans  
City of New Orleans

Be it known, that on this 24th day of October, in the year of our Lord, one thousand nine hundred ninety;

Before me, a notary public, duly commissioned and qualified, in and for the City of New Orleans, Parish of Orleans, and in the presence of the witnesses hereinafter undersigned;

Personally came and appeared:
Sidney J. Barthelemy, James M. Singleton, F. Patrick Quinn, Warren L. Reuther, Jr. and Ralph Brennan,

all persons of the full age of majority and residents of the Parish of Orleans, State of Louisiana, acting herein pursuant to authority granted by Ordinance No. 14118 MCS,

Each of whom declared in the presence of the undersigned competent witnesses, that availing themselves to the provisions of the Louisiana Nonprofit Corporation Law (Louisiana Revised Statutes, Title 12, Sections 201-269, as amended) and the provisions of the Louisiana Cooperative Economic Development Law (Louisiana Revised Statutes, Title 33, Sections 9020-9032, as amended), they do hereby organize a private, nonprofit economic development corporation in pursuance of said law, under and in accordance with the following Articles of Incorporation, to wit:

Article I  
NAME

The name and title of this corporation shall be:

NEW ORLEANS TOURISM AND CULTURAL FUND

This corporation shall generally possess all of the powers, rights, privileges, and immunities which nonprofit economic development corporations are or may be hereinafter authorized to have and possess under the constitution and laws of this State, and particularly under the Louisiana Nonprofit Corporation Law, and it shall have the power to invest the board of directors with all its corporate powers subject to such restrictions as may be specified in these Articles of Incorporation.

Article II  
PURPOSES AND POWERS

The objects and purposes for which this Corporation is organized and formed are as follows:

A. To support the cultural economy and culture-bearers of the City of New Orleans through programs and projects, and to advance, promote, and maintain tourism that is equitable and sustainable.
B. To engage in cooperative economic development activities intended to alleviate and prevent conditions of unemployment, underemployment, and economic distress within the City of New Orleans, and to enter into cooperative economic endeavors as authorized by the Cooperative Economic Development Law (LA R.S. 33: 9020 et seq);
C. Generally to exercise all powers now or hereinafter granted to nonprofit economic development corporation pursuant to the provisions of LA R.S. 33:9023 C and other applicable law;
D. To name, elect, and appoint officers and others to properly conduct its corporate business, and to make such by-laws, rules, and regulations which may be deemed necessary or desirable for the management or conduct of the affairs of the Corporation or the benefit of the citizens of the City of New Orleans and State of Louisiana, and generally to do and perform all acts which are specifically allowed by law which are given to corporations pursuant to LA R.S. 12:207 et seq;
E. To accept from the federal government, the State of Louisiana, or any agency, special district, political subdivision or instrumentally thereof, or from any public or private person, firm or corporation, any grants, endowments, loans, facilities, or other items or things of value, and particularly to accept and receive from the City of New Orleans and/or other public or nonprofit entities, and/or private contributors the sum of $2 million in the year 1991, and the amount determined in accordance with the formula adopted by the New Orleans City Council for the calculation of Base Funding in subsequent years as defined by Ordinance No. 14136 MCS, (hereinafter the “Base Funding”) and to accept from the City of New Orleans the proceeds of a certain Hotel Occupancy Privilege Tax (hereinafter the “Bed Tax”) created by Ordinance of the City of New Orleans. Each year’s Base Funding should be paid to the Corporation not later than April 1 of each calendar year. The collection and imposition of the Bed Tax is contingent upon the annual collection and receipt of the Base Funding. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific clauses shall not be held to limit or restrict the powers of the Corporation which are authorized or which may hereinafter be authorized by law.

Article III
DURATION

This Corporation is organized and shall be operated in perpetuity from the date hereof, unless sooner dissolved in accordance with law.

Article IV
NONPROFIT CORPORATION

New Orleans Tourism and Cultural Fund is a nonprofit corporation. No wages, salaries, compensation, dividends, profits, distributions, or property of this Corporation shall ever be paid, distributed, or inure to the benefit of any Member of this Corporation under any circumstances whatsoever. Distributable Net Profits, as hereinafter defined, if any, which shall be derived from the operations of this Corporation, shall be paid to the City of New Orleans, State of Louisiana, as a body public. “Distributable Net Profits”, shall be the “Net Spendable” which is defined to mean that sum of money, if any, which remains after: (i) payment of all expenses of
administration, management, operation, maintenance and current repairs, including but without limiting the generality of the foregoing, any applicable taxes, insurance and licenses; (ii) payment of principal, interest and premiums on all loans or other debt obligations, including payments into sinking or other funds for the redemption of bonds or other indebtedness; and (iii) the maintenance of reserves for debt service, renewals and replacements, maintenance, promotion, taxes, contingencies, solicitation of special events, or other legitimate purposes.

Article V
CORPORATE MEMBERSHIP

New Orleans Tourism and Cultural Fund shall be and is hereby organized exclusively as a membership corporation on a non-stock basis. Under no circumstances may this Corporation issue capital stock of any classification or kind. There shall be one class of membership in the corporation, "General Membership", comprised of the herein defined general Members Member shall be evidenced and registered in the corporate records.

The following requirements and eligibility for General Membership in the New Orleans Tourism and Cultural Fund: The General Membership shall be limited to and shall be comprised of (7) members (hereinafter “Members”) who are domiciled and registered voters of the City of New Orleans or have their principal place of business in New Orleans. Each person who serves on the Board of Directors of the New Orleans Tourism and Cultural Fund shall be eligible for General Membership in the Corporation. A majority of the general membership of the Corporation shall be necessary to constitute a quorum for meetings of the Membership. Each Member of the general class of Membership shall be entitled to one (1) vote at any such meeting. Voting by proxy shall not be allowed. In the event that any members of the Board of the New Orleans Tourism and Cultural Fund shall decline general Membership in this Corporation, the total number of authorized general Members of this Corporation shall be reduced by the total number of Board members which decline to become general Members of the Corporation. In the event that any general Member of this Corporation shall cease to serve on the Board of Directors of the New Orleans Tourism Marketing Corporation at any such time, such person shall no longer be eligible for general Membership in this Corporation and shall be expelled and removed from the general Membership at the first special or regular meeting of the Membership.

Specific regulations and restrictions to the formalities and procedures to be followed in effecting any transfer of Membership may be provided in the By-Laws of this Corporation. The limitations and specific provisions of the By-Laws of this Corporation are specifically incorporated herein by this reference as though set forth in their entirety. The General Membership in this Corporation will not, cannot and shall not be transferable in any manner by assignment, or otherwise, except to a person who serves on the Board of Directors and who is duly authorized for General Membership as specified in these Articles of the Corporation.

Article VI
INCORPORATORS

The name and post office address of the incorporators are as follows:
The Honorable Sidney J. Barthelemy
Mayor, City of New Orleans

10
1300 Perdido Street
New Orleans, Louisiana 70112

James M. Singleton
City Councilman, District B
1300 Perdido Street
New Orleans, Louisiana 70112

F. Patrick Quinn
General Manager
Quality Inn Mid-Town
3900 Tulane Avenue
New Orleans, Louisiana 70119

Warren L. Reuther, Jr.
President
New Orleans Paddlewheels, Inc.
New Orleans International Cruise Terminal
Poydras Street Plaza
New Orleans, Louisiana 70130

Ralph Brennan
Mr. B’s Bistro
201 Royal Street
New Orleans, LA 70130

Article VII
REGISTERED OFFICE
The domicile of this Corporation shall be the City of New Orleans, Parish of Orleans, State of Louisiana, and the current location and post office address of its registered office shall be and is:

1300 Perdido Street
New Orleans, Louisiana 70112

Article VIII
REGISTERED AGENT
The name and address of the registered agent of this Corporation is and shall remain the City Attorney for the City of New Orleans during the existence of this Corporation and the address is as follows:

Okla Jones, II, Esq.
City Attorney
City of New Orleans
1300 Perdido Street
New Orleans, Louisiana 70112

and his duly appointed and qualified successors in office. The City Attorney shall serve a copy of all lawsuits which are served upon him and shall notify the Executive Director of the Corporation of each lawsuit which is served upon him within five (5) working days of his receipt of service in such suit.

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Article IX

INITIAL ORGANIZATIONAL BOARD

This Corporation shall have an initial, temporary Board of Directors (hereinafter the “Organizational Board”) which shall serve on a temporary basis until a majority of the regular Board of Directors as provided in Article X herein below have been appointed and selected. This Organizational Board shall be responsible for the timely implementation and selection of the regular Board of Directors and all of the authority and functions of the Organizational Board Members shall cease as of the earlier of: (i) the appointment or selection of a majority of the regular Board of Directors; or (ii) the one (1) year anniversary of the formation of this Corporation. The name and address of the initial, Organizational Board Members are as follows:

The Honorable Sidney J. Barthelemy
Mayor
City of New Orleans
1300 Perdido Street
New Orleans, Louisiana 70112

James M. Singleton
City Councilman, District B
1300 Perdido Street
New Orleans, Louisiana 70112

F. Patrick Quinn
General Manager
Quality Inn Mid-Town
3900 Tulane Avenue
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New Orleans International Cruise Terminal
Poydras Street Plaza
New Orleans, Louisiana 70130

Ralph Brennan
Mr. B’s Bistro
201 Royal Street
New Orleans, LA 70130

Article X

BOARD OF DIRECTORS

The administration and direction of this Corporation and all of its affairs shall be vested in a Board of Directors (the “Board”) which shall be composed of seven (7) people, who shall be residents of and registered voters of the City of New Orleans or who shall have their principal place of business in the City of New Orleans. The Board members shall be eligible for General Membership in the Corporation. The Board of Directors shall be appointed as hereinafter provided: Four (4) board members who are culture-bearers or have expertise in the cultural
The economy of New Orleans shall be appointed by the Mayor. Two (2) board members shall be members of the City Council that represent the Vieux Carre and the area of the Downtown Development District. One (1) board member shall be appointed by the City Council.

A majority of the Board shall be necessary to constitute a quorum for meetings of the Board. Each member of the Board shall be entitled to one (1) vote at any such meeting. Voting by proxy shall not be allowed.

Each member of the Board of Directors appointed by the Mayor or the City Council shall serve without pay for a term of 1 year.

The Board of this Corporation so selected shall elect the following officers: (i) a Chair, who shall be a member of the Board, and the following, who need not be a member of the Board of Directors nor a General Member of the Corporation, (ii) a vice president, (iii) a secretary, (iv) a treasurer, and (v) such other officers as the Board of Directors deem necessary, none of which need be a member of the Board of Directors nor a General Member of the Corporation.

Article XI

BY-LAWS

The Board of Directors shall adopt reasonable By-Laws which shall provide for a regular meeting of the Board of Directors to be held not less than three (3) times per year. This Corporation's By-Laws may only be changed or modified by an affirmative vote of two-thirds of the Board of Directors of this Corporation, at a general or special meeting of the Board called for such purpose after due notice thereof.

Article XII

OPEN MEETINGS

The business performed by this private, nonprofit Corporation shall be performed in an open and public manner and meetings of the Board of Membership of this Corporation shall be held in public as though this Corporation were subject to the provisions of the Louisiana Open Meeting Law (LA R.S. 42:4.1 et seq), notwithstanding the private nature of this Corporation and its activities. This Corporation shall maintain its records and furnish public access thereto as though this Corporation were subject to the Public Records Law (LA R.S. 44:1 et seq), notwithstanding the private nature of this Corporation and its activities.

Article XIII

ANNUAL REPORT

This Corporation shall file an annual report (hereinafter "Annual Report") with the City Council of the City of New Orleans no later than March 1 of each year. At the time of filing of the Annual Report, this Corporation shall publish in a newspaper of general circulation in the community, a notice to the effect that the report has been filed with the City Council and that it is available for inspection during business hours in the office of the Clerk of Council and in the office of the Corporation. The Annual Report shall include a report of the activities of the Corporation for the preceding year, including a complete financial statement which sets forth the corporate assets, liabilities, receipts, and disbursements as of the end of such calendar year.
Article XIV

ECONOMIC DEVELOPMENT PLAN

This Corporation shall submit an economic development plan (hereinafter "The Plan") which shall provide an overall policy and plan of action, stating the goals and objectives of this Corporation to support the cultural economy and culture-bearers of the City of New Orleans through programs and projects, and to advance, promote and maintain tourism that is equitable and sustainable. The Plan shall be subject to review and approval by the City Council of the City of New Orleans. The Corporation shall resubmit its plan to the City Council annually for recertification, approval or reapproval. In the event that the Council shall not have acted upon the Plan within thirty (30) days of the date that the Plan has been filed with the Clerk of Council for recertification, approval or reapproval, the Council shall be deemed to have automatically approved the Plan for the following year.

Article XV

DISSOLUTION OF CORPORATION

If this Corporation shall fail to submit its Plan for reapproval or certification by the New Orleans City Council as provided herein, or if the City Council specifically decertifies the Plan and disapproves the Plan, all power and authority vested in the Corporation shall terminate and the Corporation shall cease to exist as an economic development corporation of the State of Louisiana. In the event that this Corporation shall have lost its legal authority to act as an economic development corporation, or upon the dissolution of the Corporation, all property and assets of this corporation shall, as a matter of law, revert to the City of New Orleans.

Article XVI

AMENDMENT OF ARTICLES

These Articles of Incorporation may only be modified by an affirmative vote of not less than two thirds of the total voting Membership of this Corporation which are present at a meeting of the Corporation at which a quorum is present and voting after due notice thereof. Notwithstanding the foregoing, the number of authorized Board Members and the provisions of these Articles of Incorporation relative to the qualifications of and the process used for selection of the Board of Directors, may not be changed without the approval of the New Orleans City Council. Further, City Attorney in his capacity as registered agent for service of process may not be changed as the authorized agent for service of process of this Corporation without the consent of the New Orleans City Council. The registered office may be changed by a majority vote of the Members of the Board of Directors.
AMENDED AND RESTATED
BY-LAWS OF THE NEW ORLEANS TOURISM MARKETING CORPORATION

ARTICLE I. - THE CORPORATION AND ITS DIRECTORS

Article 1:1

The name of the Corporation shall be NEW ORLEANS TOURISM AND CULTURAL FUND.

Article 1:2

The domicile of the Corporation shall be as such place in the City of New Orleans, Louisiana as the Board of the 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 Organization Plan and Articles of Incorporation.

(B) The powers of the Corporation shall be vested in the Board of Directors thereof.

ARTICLE II. - OFFICERS, STAFF, PERSONNEL TOURISM PROMOTION PROGRAM AND THE EXPENDITURE FORMULA

Article 2:1

The Board of Directors of the Corporation shall elect a Chairman of the Board of Directors of the Corporation. Additionally, the Board of the Corporation shall elect the following Officers: (i) a President and Chief Executive Officer (who shall be the same person and is referred to herein as the "President"), (ii) a Vice chair of the Board of Directors, (iii) a Secretary, (iv) a Treasurer, and (v) such other officers as the Board of Directors deems necessary. All Officers of the Corporation shall be members of the Board of Directors of the Corporation except the President who need not be a member of the Board of Directors of the Corporation.

The 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

(A) The Chairman of the Board of the Directors of the Corporation shall be elected as provided in the Articles of Incorporation of the Corporation and shall preside at all meetings of the Board of Directors of the Corporation.

(B) Except as otherwise authorized by Motion or Resolution of the Corporation, the President of the Corporation shall sign all contracts, deeds, and other instruments of the Corporation.
(C) At each meeting of the Board of Directors of the Corporation, the Chairman of the Board of Directors of the Corporation shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Corporation.

Article 2:3

The Secretary shall:

(A) Ensure that appropriate records are kept of all meetings of the Directors and other proceedings of the Corporation;

(B) Certify by signature an official copy of the Minutes of each Regular or Special Meeting of the Board of Directors and the Members of the Corporation, which copy shall be maintained in a Minutes Record at the domicile of the Corporation; and

(C) Perform all other duties incident to his office.

Article 2:4

(A) The President 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.

(B) The President shall have the care and custody of all funds of the Corporation and shall cause the deposit of the same in the name of the Corporation in such bank or banks which maintains its principal place of business in the City of New Orleans as the Corporation may select.

(C) The President and another officer of the Corporation or two officers of the Corporation designated in writing by the President 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. All check signers shall be covered by a Fidelity bond for not less than $50,000.

(D) The Corporation shall annually formulate a detailed Tourism and Cultural Economy Program (the "Program") which shall be submitted to the Mayor of the City of New Orleans and the City Council in conjunction with the City's annual operating budget, setting forth the proposed allocations and uses of the funds anticipated to be needed in the coming fiscal year, including anticipated tax revenues, funds from all other sources, and any fund balance which may remain from prior years. Submission of the Program and consideration of the Program by the City of New Orleans shall be in accordance with the schedule established for submission and consideration of the City's annual budget. Following the formal adoption or approval of the Program by the New Orleans City Council, the Program may not be amended without the approval of two-thirds (2/3) of the members of the Directors present at a meeting at which there is a quorum. Further, any such amendment shall not be effective until it
has been adopted or approved by the New Orleans City Council.

(E) The President, or such other person as may be designated by the Board, shall cause the Corporation to keep regular books of accounts of the transactions and of the financial condition of the Corporation.

Article 2:5

(A) The Corporation 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 shall be determined by the Directors.

ARTICLE III. - MEETINGS

Article 3:1

(A) The Chairman of the Board of Directors of the Corporation may, when he deems it expedient, and shall on the request of five (5) 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 Special Meetings shall be mailed or electronically to each Director no less than three (3) days prior to the date of such meeting, provided that, with approval of the President or Acting President, notice may be given by telephone no less than 24 hours prior to such meeting.

(C) Special Meetings shall be held at the place designated in the meeting notice.

Article 3:2

(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.

Article 3:3

(A) Four (4) 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 is quorum is obtained.

(B) Except as otherwise provided in these Amended and Restated By-Laws or in the Articles
of Incorporation of the Corporation, 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. The voting on all questions coming before the Board of 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.

Article 3:4

The business performed by the Corporation shall be performed in an open and public manner and meetings of the Board of Directors or the Membership of the Corporation shall be held in public as though the Corporation were subject to the provisions of the Louisiana Open Meeting Law (LA R.S. 42:4.1 et seq.), notwithstanding the private nature of the Corporation and its activities. The Corporation shall maintain its records and furnish public access thereto as though the Corporation were subject to the Public Records Law (LA R.S. 44:1 et seq. notwithstanding the private nature of the Corporation and its activities.

ARTICLE IV. - AMENDING THE AMENDED AND RESTATED BY-LAWS

These Amended and Restated By-Laws of the Corporation may only be amended by the following procedures:

1. Notice in writing of the intention to amend the Amended and Restated 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 of Directors shall be necessary to adopt an amendment of the Amended and Restated 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.

Dated: February 10, 2020

NEW ORLEANS TOURISM MARKETING CORPORATION
LEGISLATIVE SUMMARY

TO ACCOMPANY ORDINANCES

BEFORE SUBMISSION TO CLERK OF COUNCIL

Requesting Department or Agency: Intergovernmental Relations

Name of Contact Person: Tara Richard

Telephone Number: 504-658-4931

Email Address: tgrichard@nola.gov

Initials of Sponsoring Councilmember(s):  

DETAILED SYNOPSIS OF THE ORDINANCE

Please generally describe the purpose, intent, and effect of the proposed ordinance.

The ordinance will amend Ordinance No. 14118 M.C.S. to modify the terms governing NOTMC's approval as an economic development corporation and to incorporate revise Articles of Incorporation and By-Laws that, inter alia, (i) change the name of the corporation from NOTMC to the “New Orleans Tourism and Cultural Fund,” (ii) modify certain provisions affecting corporate governance, and (iii) amend the purpose of the corporation to include support for equitable and sustainable tourism, as well as support for the cultural economy and culture bearers of the City.
LEGISLATIVE SUMMARY

If the Ordinance is to effectuate a contract, CEA, or other similar agreement (hereafter contract), please provide the following additional information.

☐ If this section is not applicable, please check this box.

The parties involved:

___________________________________________________________________

The obligations, expectations, and deliverables of the parties involved:

___________________________________________________________________

___________________________________________________________________

___________________________________________________________________

Any fiscal implications for the City with the contract:

___________________________________________________________________

___________________________________________________________________

___________________________________________________________________

The public purpose and need for the contract:

___________________________________________________________________

___________________________________________________________________

___________________________________________________________________

The duration of the contract:

___________________________________________________________________

___________________________________________________________________

___________________________________________________________________
LEGISLATIVE SUMMARY

If the Ordinance is to effectuate an amendment to the Codes of the City of New Orleans, please provide the following additional information.

☑ If this section is not applicable, please check this box.

The existing provision(s) of the Code being proposed for amendment:

____________________________________________________________________
____________________________________________________________________
____________________________________________________________________

The general content/requirements of the existing Code provision:

____________________________________________________________________
____________________________________________________________________
____________________________________________________________________

How the proposed ordinance will alter the existing Code provision(s):

____________________________________________________________________
____________________________________________________________________
____________________________________________________________________

Why these changes are needed:

____________________________________________________________________
____________________________________________________________________
____________________________________________________________________

REQUESTED ADOPTION DATE: ________________________________

Reference: Council Rule 41 & City Code Section 2-813

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