

AMENDED AND RESTATED
BY-LAWS OF THE NEW ORLEANS TOURISM MARKETING CORPORATION

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ARTICLE I. - THE CORPORATION AND ITS DIRECTORS

Article 1:1

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

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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.

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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:

- Ensure that appropriate records are kept of all meetings of the Directors and other proceedings of the Corporation;
- 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
- 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.

(F) 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.

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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.

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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 its 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.

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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

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

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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.
3. ~~.....~~

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: January 17, 2012

NEW ORLEANS TOURISM MARKETING CORPORATION

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The Program shall provide that at least ninety (90%) percent of the Corporation's expenditures shall be for Special Events (as defined below), external marketing and advertising outside the New Orleans area as provided herein, shall describe the proposed activities and expenditures of the Corporation, and shall allocate the expenditures and disbursements of the Tourist and Convention Promotion and Support Fund established by Ordinance 14138 MCS and administered by the Corporation in accordance with the following formula (the "Expenditure Formula"):

(A)

The Program shall provide that at least ninety (90%) percent of the Corporation's expenditures shall be for Special Events (as defined below), external marketing and advertising outside the New Orleans area as provided herein, shall describe the proposed activities and expenditures of the Corporation, and shall allocate the expenditures and disbursements of the Tourist and Convention Promotion and Support Fund established by Ordinance 14138 MCS and administered by the Corporation in accordance with the following formula (the "Expenditure Formula"):

(B)

Five (5%) percent of the Tourist and Convention Promotion and Support Fund shall be allocated for expenditures and costs associated with attracting special events (hereinafter "Special Events" which may include national political conventions, Super Bowls, travel and trade shows, and comparable events as defined by Council Ordinances). Not more than two hundred thousand (\$200,000) dollars per year of such funds may be used to support the economic development efforts and purposes of the New Orleans Film and Video Commission and the Music and Entertainment Commission of New Orleans as provided in Chapter 18A of the Code of the City of New Orleans, to promote, publicize, market and expose the culture and music of the City of New Orleans for use in films, videos, music videos, videocassettes, podcasts, laser discs, television, pay and cable TV, advertisements and commercials, to attract tourism by calling attention to the bountiful assets and architecture of the City of New Orleans, its tourism destinations and unique features, in order to attract additional travelers and tourists to the City and generally to foster development of the City of New Orleans as a location and destination for the making of major films and stimulation of the music and entertainment industries (hereinafter referred to as "Music, Media and Film Promotion"). Such five (5%) percent portion of the Tourist and Convention Promotion and Support Fund shall be specifically designated and set aside for such purposes and all or any portion of such funds which remain or which are not expended in any given fiscal year, including interest thereon, if any, shall continue to be maintained as a separate, special reserve account which may only be expended for such Special Events or Music, Media and Film Promotion purposes in future years.

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(a) Thirty (30%) percent of the Tourist and Convention Promotion and Support Fund shall be allocated for expenditure for external advertising, marketing and promotion directed to conventions, group tour and travel business and to costs associated with responding to and fulfillment of inquiries from meeting and convention planners, group tour operators, travel agents, individual business travelers. To the extent allowed by law, these functions shall be contracted to the New Orleans Convention and Visitors Bureau, Inc. and the New Orleans Multicultural Tourism Network under separate written agreements for the performance of services, which shall each contain an initial term of a period of three (3) years with annual options in favor of the Corporation to extend such contract for an additional year or, in the discretion of the Corporation, for additional terms not to exceed three years at one time, after appropriate review and consideration of the services previously rendered under each such agreement and the continued need for such services.

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(b) Under no circumstances may more than five (5%) percent of the Tourist and Convention Promotion and Support Fund be used to pay for any local salaries or staff expenses of the New Orleans Convention and Visitors Bureau, Inc. and any funds which are so used, shall be allocated to and payable from the thirty (30%) percent of the Fund provided for by this Article 2:4(D)(2) of the By-Laws.

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(b) Under no circumstances may more than five (5%) percent of the Tourist and Convention Promotion and Support Fund be used to pay for any local salaries or staff expenses of the New Orleans Convention and Visitors Bureau, Inc. and any funds which are so used, shall be allocated to and payable from the thirty (30%) percent of the Fund provided for by this Article 2:4(D)(2) of the By-Laws.

(c) The Agreement for Services between the Corporation and the New Orleans Multicultural Tourism Network, and the applicable provision of the Tourist and Convention Promotion and Support Fund relative thereto, shall provide that at least 25% of the 30% of the Tourist and Convention Promotion and Support Fund provided for in this Article 2:4(D)(2) shall be paid to the New Orleans Multicultural Tourism Network to attract additional tourism business through the servicing and attraction of minority meetings, conventions and trade shows, to provide external advertising, marketing and promotion directed to such groups, to fulfill inquiries from such groups, and to pay for the staff, personnel and other operating expenses of the New Orleans Multicultural Tourism Network, provided however, that no more than \$150,000 per year of such funds may be allocated to such staff personnel and operating expenses of the New Orleans Multicultural Tourism Network. All payments to the New Orleans Multicultural Tourism Network by the Corporation shall be allocated to any payable from the thirty (30%) percent of the Tourist and Convention Promotion and Support Fund provided for by this Article 2:4(D)(2).

(c) The Agreement for Services between the Corporation and the New Orleans Multicultural Tourism Network, and the applicable provision of the Tourist and Convention Promotion and Support Fund relative thereto, shall provide that at least 25% of the 30% of the Tourist and Convention Promotion and Support Fund provided for in this Article 2:4(D)(2) shall be paid to the New Orleans Multicultural Tourism Network to attract additional tourism business through the servicing and attraction of minority meetings, conventions and trade shows, to provide external advertising, marketing and promotion directed to such groups, to fulfill inquiries from such groups, and to pay for the staff, personnel and other operating expenses of the New Orleans Multicultural Tourism Network, provided however, that no more than \$150,000 per year of such funds may be allocated to such staff personnel and operating expenses of the New Orleans Multicultural Tourism Network. All payments to the New Orleans Multicultural Tourism Network by the Corporation shall be allocated to any payable from the thirty (30%) percent of the Tourist and Convention Promotion and Support Fund provided for by this Article 2:4(D)(2).

(a) No more than five (5%) percent of the Tourist and Convention Promotion and Support Fund shall be spent for the Corporation's administrative costs (hereinafter "Administrative Expenses"), which shall not include any costs which may be incurred by offices, departments and boards of the City.

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(b) Under no circumstances may more than a total of ten (10%) percent of the Tourist and Convention Promotion and Support Fund be spent on both (i) local salaries or staff expenses as provided in Article 2:4(D)(2)(b) and (ii) the Corporation's Administrative Expenses as provided in Article 2:4(D)(3)(a).

(b) Under no circumstances may more than a total of ten (10%) percent of the Tourist and Convention

Promotion and Support Fund be spent on both (i) local salaries or staff expenses as provided in Article 2:4(D)(2)(b) and (ii) the Corporation's Administrative Expenses as provided in Article 2:4(D)(3)(a).

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Sixty (60%) percent of the Tourist and Convention Promotion and Support Fund shall be allocated for expenditure for external advertising, marketing and promotion directed to the discretionary traveler or tourist and for fulfillment of and responding to inquiries generated by such marketing and promotion efforts and may be used for promotional materials for visiting media in advance of and during Special Events

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Nothing contained herein shall be construed to require the Corporation to expend the entire Tourist and Convention Promotion and Support Fund in any given year. The Corporation may maintain a prudent reserve of unbudgeted funds in the Tourist and Convention Promotion and Support Fund. Once funds have been budgeted, other than the five percent (5%) which shall be specifically dedicated and allocated for expenditure on costs associated with attracting Special Events as provided in Article 2:4(D)(1) hereinabove, any balance of the Tourist and Convention Promotion and Support Fund which remains unspent at the end of each fiscal year shall be dealt with as follows:

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funds within the previously approved budget may be encumbered to pay for board- approved expenditures, during the next fiscal year, when on or before December 31 of the current fiscal year a contractual obligation exists to expend those funds;

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funds within the previously approved budget may be encumbered to pay for board- approved expenditures, during the next fiscal year, when on or before December 31 of the current fiscal year a contractual obligation exists to expend those funds;

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funds within the previously approved budget may be committed for board- approved purposes, during the next fiscal year, where no contractual obligation exists to expend those funds, but only conditionally upon approval of such committed funds by ordinance of the New Orleans City Council; and

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funds within the previously approved budget may be committed for board- approved purposes, during the next fiscal year, where no contractual obligation exists to expend those funds, but only conditionally upon approval of such committed funds by ordinance of the New Orleans City Council; and

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any remaining unspent funds shall be treated as though they were new revenues, and shall be included within the Tourist and Convention Promotion and Support Fund for the following year for the purpose of applying the following year's Expenditure Formula.

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Notwithstanding the provisions of Article 2:4(D)(3)(a) above, any carry-over funds approved as hereinabove described, shall not be counted toward the 5% administrative cap in the year in which they are expended

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Notwithstanding the provisions of Article 2:4(D)(3)(a) above, any carry-over funds approved as hereinabove described, shall not be counted toward the 5% administrative cap in the year in which they are expended

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(E) Administrative Expenses as referred to in Article 2:4(D)(3)(a) above may include but are not limited to the costs of maintaining an office, including rental, utilities, repair and maintenance; costs of purchasing or leasing office furniture and equipment and their repair and maintenance; the costs of supplies, staff salaries and benefits; professional services not directly connected to marketing, such as legal, accounting, and management services; insurance; postage for business correspondence other than direct mail marketing; publicizing the work of the Corporation within New Orleans; travel and other expenses.

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The costs of marketing and promotion to the discretionary traveler as referred to in Article 2:4(D)(4) above may include but are not limited to the costs of professional services directly related to marketing; creative work connected with producing marketing materials (writing, filming, taping, editing, typesetting, etc.); printing and production costs; advertising agency fees, commissions, and markups; media placements; postage and handling for direct mail and the costs of telemarketing and response to inquiries generated by promotional and marketing efforts (including production and printing of response pieces, postage, and handling); public relations outside New Orleans, and special promotional events when they are an approved part of the overall marketing plan.

The costs of marketing and promotion to the discretionary traveler as referred to in Article 2:4(D)(4) above may include but are not limited to the costs of professional services directly related to marketing; creative work connected with producing marketing materials (writing, filming, taping, editing, typesetting, etc.); printing and production costs; advertising agency fees, commissions, and markups; media placements; postage and handling for direct mail and the costs of telemarketing and response to inquiries generated by promotional and marketing efforts (including production and printing of response pieces, postage, and handling); public relations outside New Orleans, and special promotional events when they are an approved part of the overall marketing plan.