

**AMENDED AND RESTATED BYLAWS OF THE
DOWNTOWN DEVELOPMENT DISTRICT OF THE CITY OF NEW ORLEANS**

**ARTICLE 1
GENERAL**

1.1 **Creation.** The Downtown Development District of the City of New Orleans (the "District") is a special taxing district within the city of New Orleans (the "City"), created effective January 1, 1975 pursuant to La. R.S. § 33:2740.3 (the "Statute").

1.2 **Mission.** The mission of the District is to provide for the orderly planning, development, acquisition, construction, and effectuation of the services, improvements, and facilities to be furnished by the District, and to provide for the representation in the affairs of the District of those persons and interests immediately concerned with and affected by the purposes and development of the District.

1.3 **District Boundaries.** The geographic area of the District, is comprised of the territory within the City generally bounded by Iberville Street, the Pontchartrain Expressway, Claiborne Avenue, and the Mississippi River, and more particularly described in the Statute.

**ARTICLE 2
BOARD OF COMMISSIONERS**

2.1 **Board Composition.** In accordance with the Statute, the affairs, activities, and concerns of the District shall be governed by a Board of Commissioners (the "Board"). The Board shall consist of eleven (11) members (each a "Commissioner" and collectively, the "Commissioners").

2.2 **Qualifications.** At least five (5) Commissioners must be qualified voters of the City and either have his or her principal place of business in, or own property in, the District. Commissioners shall annually provide an affidavit attesting that the Commissioner has a principal place of business or owns property in the District. A Commissioner who ceases to have the qualifications required to serve on the Board shall be deemed to have vacated and resigned his or her position. Promptly following his or her ceasing to be qualified for Board service, a Commissioner shall submit to the Board and the President & CEO written notice thereof. As a public officer under La. R.S. § 42:1, *et seq.*, a Commissioner who ceases to possess the qualifications for Board service will continue to hold office, until his or her replacement is appointed in accordance with the Statute and Section 2.7 hereof.

2.3 **Commissioners' Appointment.** All Commissioners shall be appointed by the New Orleans City Council. The appointment of the Commissioners shall be in the following manner:

(a) *Mayoral Appointees.* Two (2) Commissioners shall be appointed by the mayor of the City (the "Mayor").

(b) *New Orleans City Council District B Appointee.* One (1) Commissioner shall be appointed by the New Orleans City Council member representing City Council District B.

(c) *New Orleans & Company Appointee.* One (1) Commissioner shall be appointed by New Orleans & Company.

(d) *New Orleans Chamber of Commerce Appointees.* Two (2) Commissioners shall be appointed by the New Orleans Chamber of Commerce, subject to approval by the president of the New Orleans City Council.

(e) *Greater New Orleans Hotel & Lodging Association Appointee.* One (1) Commissioner shall be appointed by the Greater New Orleans Hotel & Lodging Association, subject to approval by the president of the New Orleans City Council.

(f) *Louisiana Restaurant Association Appointee.* One (1) Commissioner shall be appointed by the Louisiana Restaurant Association, subject to approval by the president of the New Orleans City Council.

(g) *Louisiana House of Representatives Appointee.* One (1) Commissioner shall be appointed by the member or members of the Louisiana House of Representatives who represent the District.

(h) *Louisiana Senate Appointees.* Two (2) Commissioners shall be appointed by the member or members of the Louisiana Senate who represent the District.

2.4 Terms; Successors. Appointees shall serve for a term of five (5) years. Each Commissioner shall serve until his or her successor has been appointed and qualified. Upon expiration of a Commissioner's term of office, his or her successor shall be appointed in accordance with the above procedures.

2.5 Resignation. A Commissioner who desires to resign from their position shall submit to the Board and the President & CEO a written notice of resignation, specifying the effective date that the Commissioner desires to resign, if not immediately. Notwithstanding the effective date of a Commissioner's resignation, as a public officer under La. R.S. § 42:1, *et seq.*, a Commissioner's resignation shall not be effective, and the Commissioner will continue to hold office, until his or her replacement is appointed in accordance with the Statute and Section 2.7 hereof.

2.6 Vacancies. If the seat of a Commissioner becomes vacant prior to the expiration of the term for which the Commissioner has been appointed, whether through resignation, death, ceasing to possess the qualifications for office, or any other reason, then the vacancy shall be filled for the unexpired term by appointment, in the same manner as the original appointment. In the event of such a vacancy, or in the event a Commissioner submits notice of his or her resignation in accordance with Section 2.6 herein, the Board Chairman or President & CEO shall submit notice of the vacancy or resignation to the appointing entity.

2.7 **No Compensation.** The Commissioners shall serve without compensation; however, they shall receive a travel allowance, as determined from time to time by the Board, as reimbursement for expenses incurred while attending to the business of the District.

ARTICLE 3 OFFICERS

3.1 **Designations.** The officers of the District shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers as the Board may deem appropriate. No one may serve as a Chairman, Vice-Chairman, or Treasurer unless that person is also a Commissioner. The Secretary need not be a Commissioner and may be selected or employed by the Board.

3.2 **Election and Term.** The officers shall be elected annually by a majority vote of the Board. Each officer shall serve for a term of one (1) year commencing January 1st of the year following the year the officer is elected and ending December 31st of that year, and until his or her successor has been appointed and qualified. An officer may not serve in the same office for more than two (2) consecutive terms. Notwithstanding the foregoing, if an officer who is also a Commissioner resigns his or her position as Commissioner, then his or her tenure as officer shall immediately terminate, despite the fact that he or she remains a Commissioner until his or her replacement is appointed, as set forth in Section 2.6 hereof.

3.3 Duties.

(a) *Chairman.* The Chairman shall preside over all meetings of the Board and the Executive Committee, and shall generally supervise and manage the affairs of the Board and the Executive Committee. The Chairman shall see that all orders, resolutions, and actions of the Board are executed.

(b) *Vice-Chairman.* In the event of the absence of the Chairman for any reason (including, without limitation, absence, hospitalization, infirmity or disability, or vacancy in the position of Chairman), the Vice-Chairman shall preside over Board and Executive Committee meetings and perform the duties ordinarily performed by the Chairman that may, during such absence, be necessary to the operation of the District and the conduct of its business. The Vice-Chairman shall assume such other duties as the Chairman may from time to time assign to him or her.

(c) *Secretary.* The Secretary shall: (i) prepare and maintain a record of attendance and minutes of all open meetings of the Board and Committees; (ii) make such minutes available to the public in conformance with law; (iii) ensure that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; (iv) be a custodian of the District's records and maintain a complete list of all names and addresses of the Commissioners and officers; (v) when required, attest to any official document of the District and/or Board with his or her signature; and (vi) in general, perform all duties incident to the office of Secretary and such other duties that may be assigned by the Board or required by these Bylaws.

(d) *Treasurer.* The Treasurer shall: (i) serve as the chair of the Finance Committee; (ii) serve as liaison between the District staff and the Board regarding the

District's funds and accounts; and (iii) oversee the preparation of the District's proposed annual budget and all other financials reports and plans required by law or the Board.

3.4 **Officer Vacancies.** All vacancies in any office shall be filled by the Board without undue delay, in accordance with the following procedures.

(a) *Chairman.* In the event the office of Chairman becomes vacant for any reason, the Vice-Chairman shall automatically succeed to the office of Chairman for the remaining term of his or her predecessor, and until his or her successor is elected and qualified.

(b) *Vice-Chairman, Secretary, and Treasurer.* In the event the office of Vice-Chairman, Secretary, or Treasurer becomes vacant, the Board shall elect by a majority vote a successor at the next regular meeting, or at a special meeting called for that purpose, and such election shall be for the office's unexpired term.

3.5 **Removal.** Any officer may be removed from his or her office for cause by the vote of the Commissioners at a regular meeting upon five (5) days' notice (excluding Saturdays, Sundays, and legal holidays) to that officer. At the written request of four (4) Commissioners, one of whom shall be an Executive Committee member, the Chairman shall automatically place this item on the agenda of the next regular meeting of the Board.

3.6 **Resignation.** An officer who seeks to resign from their position shall submit to the Board a written notice of their intent to resign. If possible, the resignation should allow for thirty (30) days' prior notice. Any vacancies shall be filled in accordance with Section 3.4 of these Bylaws.

ARTICLE 4 MEETINGS

4.1 **Open Meetings.** To the extent required by law, all meetings are subject to the Louisiana Open Meetings Law, La. R.S. § 42:11, *et seq.*, as amended. Meetings shall be open to the public except when the Board convenes in executive session, or as otherwise provided in La. R.S. §§ 42:16-17.1.

4.2 **Regular Meetings.** Regular meetings of the Board shall be held on the second Tuesday of even numbered months, except when such date falls on a legal holiday in the City or State, in which case the meeting shall be held on the next succeeding business day or on whatever day within the following week that is chosen by the Chairman. Notice of regular meetings shall be given to the public not less than twenty-four (24) hours in advance of such meetings, in accordance with applicable law.

4.3 **Special Meetings.** The Chairman may call special meetings of the Board. In this event, the Commissioners shall be notified in writing of such meeting and the purpose for such meeting at least five (5) calendar days in advance. Special meetings shall also be open to the public and notice of such meetings shall be given to the public not less than twenty-four (24) hours in advance of such meetings, in accordance with applicable law.

4.4 **Place of Meetings.** Unless otherwise announced by the Board, all meetings of the Board shall be held at the principal office of the District, located at 201 St. Charles Avenue, Suite 3912, New Orleans, Louisiana 70170. Notwithstanding the foregoing, Board meetings may be held by videoconference, teleconference, or other electronic means when permitted by law and/or executive order of the Governor of Louisiana.

4.5 **Agenda.** The Chairman shall set the agenda for each meeting and shall cause the agenda to be sent to the Commissioners at least twenty-four (24) hours prior to the meeting. Any two or more Commissioners, acting jointly, shall have the right to require any item to be placed upon the agenda by submitting in writing the proposed agenda item to the Chairman at least seventy-two (72) hours prior to such meeting.

4.6 **Quorum.** A majority of the members of the Board shall constitute a quorum for regular and special meetings and for the transaction of business. To be effective, a Board action must be adopted by an affirmative vote of a majority of Board members present. When a quorum is not present, the meeting may be adjourned, postponed, or delayed until a quorum is obtained, at the discretion of the Chairman or other presiding officer.

4.7 **Rules of Order.** All meetings of the Board shall be conducted in accordance with the following rules and procedures:

(a) When the Board is meeting, the Commissioners shall preserve order and decorum and no Commissioner shall, by conversation or otherwise, delay or interrupt the proceedings or the peace of the Board nor disturb any Commissioner while speaking or refuse to obey the orders of the Board or Chairman, except as provided in these Bylaws, or any rules and regulations that may be adopted by the Board.

(b) A member, once recognized, shall not be interrupted when speaking unless it shall be to call him or her to order or as otherwise specifically provided. If a member, while speaking, shall be called to order, he or she shall cease speaking until the question of order has been determined, and, if in order, he or she shall be permitted to proceed. A member may speak in debate twice on a debatable motion, for up to five minutes at a time, unless granted more time by the Chairman.

(c) Unless otherwise specified herein, the latest edition of Robert's Rules of Order shall govern the proceedings of the meetings of the Board.

(d) The Board may approve suspension of these Rules of Order by a majority vote of the Commissioners.

ARTICLE 5 COMMITTEES

5.1 **Generally.** In addition to the committees established by these Bylaws, the Board may from time to time appoint and constitute one or more standing or interim committees of the Board as it deems necessary or appropriate. Such committees shall have and may exercise such powers of the Board in the management of the business and affairs of the District as shall be delegated by the Board in the committee charter or Board resolution constituting the committee.

Unless otherwise provided in these Bylaws or by Board resolution, committee members shall be appointed by the Executive Committee, and any vacancy occurring in a committee shall be filled by the Executive Committee, provided, however, that the Chairman may designate another Commissioner to fill a vacant committee seat pending action by the Board or the Executive Committee.

5.2 **Ratification.** Unless otherwise provided herein, in the charter or Board resolution constituting the committee, or by Board resolution, any and all acts of any committee shall be subject to review and approval or disapproval by the Board at its next scheduled regular meeting.

5.3 **Governing Rules.** Unless otherwise provided herein, all committees shall be subject to the rules set forth in these Bylaws.

5.4 **Executive Committee.** The Executive Committee shall meet at least bimonthly, on such regular schedule as the Executive Committee shall establish from time to time, subject to postponement and rescheduling in the same manner as set forth in these Bylaws for regular meetings of the Board. The Executive Committee shall consist of all four board officers: Chairman, Vice-Chairman, Treasurer and Secretary . Three members of the Executive Committee shall constitute a quorum. The presiding officer shall be the Chairman. The Executive Committee may fix its own rules of procedure, which shall not be inconsistent with these Bylaws. The President & CEO shall attend and keep regular minutes of its proceedings and report the same to the Board for its information at the meeting held next after the proceedings shall have occurred. The functions of the Executive Committee shall be to:

- (a) Exercise any powers of the Board delegated to it under these Bylaws or by Resolutions adopted by the Board from time to time;
- (b) Exercise any powers of the Board that the members of the Executive Committee unanimously determine are required to be exercised to address any matter that cannot be brought before the Board for decision, due to the nature of a particular matter and because of insufficient time to convene the full Board; and
- (c) Make recommendations to the Board concerning special projects, policies or any other matters.

5.5 **Finance Committee.** The Finance Committee shall meet at least bimonthly, on such regular schedule as the Finance Committee shall establish from time to time, subject to postponement and rescheduling in the same manner as set forth in these Bylaws for regular meetings of the Board. The presiding officer shall be the Treasurer, and shall consist of at least two other Commissioners. Two members of the Finance Committee shall constitute a quorum. The functions of the Finance Committee shall be to:

- (a) Review and approve the District's monthly financial report(s), as prepared by staff of the District;
- (b) With assistance of the staff, develop an annual budget for the District, and present the annual budget to the Executive Committee and to the full Board for review and approval; and

(c) Exercise any powers of the Board delegated to it under these Bylaws or by Resolutions adopted by the Board from time to time.

**ARTICLE 6
STAFF**

6.1 **President & CEO.** There shall be a President & CEO who shall be appointed by and serve at the pleasure of the Board. The President & CEO is empowered to pursue and enter into such contracts, grants, and agreements as necessary to carry out the District's ordinary business activities and to advance the mission of the District. The President & CEO shall have full signatory authority unless a Board resolution is expressly required by law.

6.2 **Staff.** All other staff of the District shall be hired by the President & CEO in accordance with the approved budget for the District. In addition to the authority to hire, as provided in the preceding sentence, the President & CEO shall have the authority to terminate the employment of, or otherwise discipline, any staff member, and to set the compensation and other terms of employment of the other staff members of the District, in accordance with the approved budget for the District.

**ARTICLE 7
AMENDMENTS**

7.1 These Bylaws may be amended by Resolution of the Board adopted at a regular meeting of the Board, provided that notice of the proposed amendment has been sent to all Commissioners at least ten (10) days before the meeting at which it is to be considered.

These Amended and Restated Bylaws, dated as of _____, 2026, are adopted by the Board of the District.