

**New Orleans Municipal Yacht Harbor Management Corporation
Bylaws Committee Meeting
Tuesday, January 9, 2024 | 5:00 PM
Municipal Yacht Harbor Administration Building
1st Floor Meeting Room
401 North Roadway Street
New Orleans, LA 70124**

PRELIMINARIES

1. Meeting called to order by Timothy McConnell at 5:16 PM

Attendance:

Tim McConnell
Christopher Hammond
Roger Watkins
Monya Criddle

ITEMS

1. New Business – Review Bylaws by T. McConnell

Section 1A is simply technical changes – The ‘Municipal Yacht Harbor Management Corporation’ was changed to “Corporation” and ‘Board of Directors’ was changed to the “Board” for conciseness throughout the document. Changes were also made in areas from “Corporation” to “Board” for technical. 1C and throughout the document was changed to correct gender pronouns.

MYHMC PROPOSED-BYLAWS V5 (1-11-24)

NEW ORLEANS MUNICIPAL YACHT HARBOR MANAGEMENT CORPORATION
BY-LAWS

ARTICLE I – OFFICERS

Section 1 – Number, Election and Terms of Office

- A. The Officers of the New Orleans Municipal Yacht Harbor Management Corporation (Corporation) shall consist of a President, Vice-President, Secretary and Treasurer. All Officers shall be members of the Board of Directors (Board).
- B. The Officers of the Corporation shall be elected by the Board of Directors at the annual meeting of ~~the Board~~ the Corporation.
- C. Each Officer shall hold office until the annual meeting of the Board of Directors Corporation next succeeding the Officer's election, and until ~~his~~ a successor shall have been elected and qualified, or until ~~his~~ the officer's death, resignation or removal.

Section 2 – Vacancies

A vacancy in any office by reason of death, resignation, removal, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Board ~~of Directors~~.

Section 3 – Duties of Officers

The duties of the Officers shall be as follows:

- A. President – The President shall preside at all meetings of the Board ~~of Directors~~ and Executive Committee. The President shall see that all resolutions of the Board are carried into effect.
- B. Vice-President – The Vice-President shall preside at all Meetings of the Board ~~of Directors~~ and Executive Committee where the President is absent.
- C. Secretary – The Secretary shall see that minutes are taken at all meetings of the Board ~~of Directors~~. The Secretary shall obtain copies of all minutes of Committee Meetings, Standing and Ad-Hoc. The Secretary shall see that an Agenda is prepared prior to each Board Meeting. The Secretary shall see that all required meeting notices are posted in the required fashion. The Secretary shall be the custodian of all documents and records. The Secretary shall be responsible for polling and contacting Board members in advance of meetings to insure that a quorum will be present.

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Commented [TM1]: Defines "Corporation" for conciseness (corrections made throughout document)

Commented [TM2]: Defines "Board" for conciseness (corrections made throughout document)

Commented [TM3]: Applies use of gender-neutral pronouns (corrections made throughout document)

Article 2, section 1 – the number of directors has been changed from 14 to 9 per the ordinance. Section B originally written is against City ordinance. That verbiage only applied to the directors on the Board at that time because they had all been there for about 14 years. Thereafter, all directors had a three year term. Section C originally written is also against City ordinance. The ordinance states that if a director fails to attend more than 25% of all scheduled meetings in a 12 month period, the president shall promptly and without further action notify the mayor. We've also added good cause. Good cause shall require a director to demonstrate their inability to attend meetings due to a personal medical emergency. If a majority board votes to grant a one time exception, the president shall make a written request to the mayor requesting that the director be granted an exception. In other words, the ordinance does not give us the ability to grant an exception, but in reporting to the mayor that

the ordinance hasn't been complied with, if we've deemed that it's a satisfactory reason for a medical emergency, we'll vote on it and make a request.

C. Hammond: I don't think a director should be considered absent if he's doing business on behalf of the board. If he's out of town on board business that he's been directed to do, and he's absent for any period, I don't think it should count as an absence.

T. McConnell: Let's make that "D". It will say: Any director that is absent from a meeting due to being engaged in a municipal job or business will not be considered absent. Section E was added - it came directly from the ordinance. The executive director must report any changes to the City Council by February 1st. Any information that was submitted on a director's questionnaire that has changed must be reported. This information shall include elective status, domicile or business address, phone number, e-mail address, etc.

- D. Treasurer – The Treasurer shall be responsible for the financial books and accounts of the Board and insure that the Board of Directors is fully informed as to the finances of the Corporation at each regular and annual meeting.

ARTICLE II – BOARD OF DIRECTORS

Section 1 – Number, Election and Term of Office

- A. The number of the Directors of the Corporation shall be ~~fourteen (14) members~~ nine (9) plus two (2) *ex officio* members, each of whom shall be a member of the New Orleans City Council.
- B. The term of all Directors, ~~except the initial Directors and ex officio directors,~~ shall be three (3) years ~~and until his successor is selected and qualified or until his~~ prior death, resignation or removal, with or without cause, by the sole stockholder of the Corporation. *Ex officio* directors shall serve terms concurrent with their City Council terms.
- C. If a Director fails to attend ~~three or more than 25% of all scheduled~~ consecutive Board meetings ~~in any twelve month period,~~ the President shall promptly, and without further action of the Board, notify the Mayor and request that the said Director be removed from the Board forthwith.– The only exception to this required action by the President is if, based on good cause, the President recommends and a majority of a quorum grants a ~~one-time~~ one-time exception, ~~to add a fourth meeting to the limit of three otherwise applicable. Good cause shall require a Director to demonstrate their inability to attend missed meetings due to a personal medical emergency. If a majority of the Board votes to grant a one-time exception, the President shall make a written request to the Mayor requesting that the Director be granted an exception.~~
- D. ~~When a Director does not attend a scheduled meeting because the member is engaged in MYHMC business the Director shall not be considered absent.~~
- E. ~~Directors shall report any changes in residence and/or domicile, elector status, mailing, or business addresses, phone numbers, or e-mail addresses from the information submitted on the membership questionnaire submitted prior to appointment to the Executive Director.~~

Commented [TM4]: Complies with City Ordinance: MCS 024951 (July 12, 2012)

Commented [TM5]: Complies with City Ordinance: MCS 024951 (July 12, 2012)

Commented [TM6]: Complies with City Ordinance: Chapter 2- Article IV- Division 1- Section 2-87- 2(b)(2)(c)

Commented [TM7]: Allows for reasonable exceptions

Commented [TM8]: Complies with City Ordinance: Chapter 2- Article IV- Division 1- Section 2-87.2(4)

Section 2 – Duties and Powers

The Board ~~of Directors~~ shall be responsible for the control and management of the affairs, property and interest of the Corporation, and may exercise all powers of the Corporation, except as are in the Articles of Incorporation or by ordinance expressly conferred upon or reserved to the sole shareholder.

T. McConnell: Article III, Section B states that Board of Directors shall be scheduled each month at such times and places as the Directors shall determine. That is in conflict with the ordinance which states that we have to, in our rules, put the date, time and place of our meetings. The proposed amendment is, that regular meetings of the Board shall be scheduled to at 6:30 on the second Tuesday of each month at 403 North Roadway, New Orleans, Louisiana. Meetings may be temporarily relocated due to availability. Meetings may be rescheduled temporarily due to conflicting schedules, i.e. holidays. When necessary, a monthly meeting may be canceled by the President with the consensus of the Executive Committee. However, meetings shall be held at a minimum of one meeting per calendar quarter and a minimum of one meeting every three months.

Article III-Special Meetings Notice: This is something we just wanted to modernize. We're proposing that it says except as otherwise required by statute, notice of special meetings shall be: email directly to each director, utilizing their MYHMC email address at least two days before the day on which the meeting is to be held and shall be delivered to the director verbally no later than 24 hours before the day and time on which the meeting is to be held. A notice of waiver and notice shall specify the purpose. Summarized, instead of snail mail through the US Postal Service, we're saying you get an email when your official Yacht Harbor email address two days in advance and you get a phone call verbally, you get called 24 hours in advance.

Section 3- Quorum

At all meetings of the Board ~~of Directors~~, the presence of a majority of the entire Board, excluding *ex officio* members, shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 4 - Proxy Voting

No proxy voting will be allowed.

Section 5- Manner of Acting

- A. At all meetings of the Board ~~of Directors~~, each Director shall have one vote. *Ex officio* members shall not have a vote.
- B. The action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board ~~of Directors~~ as a whole, with the same force and effect as if the same had been passed by unanimous vote of all members of the Board ~~of Directors~~ at a duly called meeting of the Board.

ARTICLE III- MEETINGS

Section 1 - Annual and Regular Meetings

- A. An annual meeting of the ~~Board of Directors Corporation~~ shall be held during the regular monthly meeting in the month of March, or at such location and other date and/or time in March each year as the Board ~~of Directors~~ shall determine.
- B. ~~Regular meetings of the Board of Directors shall be held scheduled to occur at 6:30pm on the second Tuesday of each and every month at 403 N. Roadway St., New Orleans, LA. such times and places as the Directors Meetings may be temporarily relocated due to availability shall determine. When necessary due to scheduling conflicts (i.e. holidays, etc.), monthly meetings may be cancelled by the President with consensus of the Executive Committee. However, meetings shall be held at a minimum of one meeting per calendar quarter and a minimum of one meeting every three months.~~
- ~~B.C. Changes to the date, time, or place of regular meetings, which are not temporary, shall require an amendment to these by-laws.~~
- ~~C.D. Notice of all meetings of the Board of Directors and its committees shall be made in accordance with applicable law.~~

Commented [TM9]: Complies with City Ordinance: Home Rule Charter- Article IX- Chapter 1- Section 9.102 (5)

Commented [TM10]: Allows for relocation or cancellation of regular meetings for reasonable exceptions

Commented [TM11]: Ensure future compliance with ordinance

Section 2- Special Meetings: Notice

- A. Special meetings of the Board ~~of Directors~~ shall be held whenever called by the President or requested in writing by the lesser of (i) the number of Directors required to make up a quorum or (ii) five (5) Directors.

C. Hammond: We allowed ourselves to cancel a meeting but it does not specify how the cancellation should occur. We should have some sort of checks and balances. One director should not be able to cancel a meeting if the rest of the Board still wants to have one. There should be a mechanism so that it comes to a vote and not just fall on one person. In the event there is a controversial issue or something of the sort.

R. Watkins: A director could email the executive committee to cancel a meeting and if there are no objections, the meeting shall be cancelled.

T. McConnell: We'll add, the President can cancel a meeting with the consensus of the executive committee.

The Executive Committee section got moved into article 4, which is the Committees, where it appropriately belong.

- B. Except as otherwise required by statute, notice of special meetings (1) shall be ~~mailed- emailed~~ directly to each Director ~~utilizing their MYHMC email address, addressed to him or her at his or her residence or usual place of business, and sent to him or her by e-mail,~~ at least two (2) days before the day on which the meeting is to be held, ~~or and~~ (2) shall be delivered to ~~him or her personally or given to him or her orally~~ the Director verbally, no later than ~~the day twenty-four (24) hours~~ before the day ~~and time~~ on which the meeting is to be held. A notice, or waiver of notice, shall specify the purpose of the meeting.
- C. Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement the lack of notice to him ~~or her~~, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be given.
- D. Directors may specify, in writing, to the Secretary of the Board ~~of Directors~~ the address and email address where notices shall be mailed.

Commented [TM12]: Modernizes outdated contact methods

Section 3 – Executive Committee

~~Section 3 The President, Vice President, Secretary and Treasurer shall constitute the Executive Committee. The Executive Committee is charged with facilitating the efficient operation of the standing committees, bringing issues to the Board in its meetings, serving as an interface with the staff and City, to the degree such functions are not affirmatively assumed by the Board, and seeing that steps required by Board action are carried out. In case of a state of emergency declared by the President of the United States and/or Governor and/or Mayor in the fashion required by law, where it is necessary to transact the business of the Corporation and a quorum of the Board cannot reasonably be assembled, the Executive Committee shall have full authority to act on behalf of the Board of Directors.~~

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ARTICLE IV – COMMITTEES

Section 1 – Executive Committee

~~The President, Vice-President, Secretary and Treasurer shall constitute the Executive Committee. The Executive Committee is charged with facilitating the efficient operation of the standing committees, bringing issues to the Board in its meetings, serving as an interface with the staff and City, to the degree such functions are not affirmatively assumed by the Board, and seeing that steps required by Board action are carried out. In case of a state of emergency declared by the President of the United States and/or Governor and/or Mayor in the fashion required by law, where it is necessary to transact the business of the Corporation and a quorum of the Board cannot reasonably be assembled, the Executive Committee shall have full authority to act on behalf of the Board.~~

Commented [TM13]: Relocates section under "Committee" article for organizational purposes

The Rules and Standards Committee previously said it consists of five members for voting purposes and three requirements established for quorum. That was when they had a board of 14. Since I have been on this board, it's been nine and it's only been three people on the committee for the most part. So the proposed changes, the committee shall consist of three members of the board and for voting purposes two are required to establish a core.

The addition: The committee shall employ the services of professional consultants, architects, etc. as necessary to review plans and advise them when appropriate. Any action that any committee takes has no effect unless it comes before the full board.

Ad hoc committees may be established to facilitate the efficient regulation of the affairs of the corporation. The president in consultation with the executive committee, the executive committee and the board shall have the authority to form ad hoc committees.

Section 1 ~~Section 2~~ Standing Committees

Each member of the Board ~~of Directors~~ shall serve on at least one Standing Committee. The Standing Committees and their responsibilities are as follows:

- A. Legal Committee – The Legal Committee shall review legal issues and provide guidance to the Board ~~of Directors~~ and its committees for the protection of the Board ~~of Directors~~ and its interests. In doing so, any members of the Legal Committee who are attorneys shall not be deemed for any purposes to be performing professional legal services for the Corporation; instead, any such attorneys shall be deemed for all purposes to be performing the same non-professional functions any non-attorney Director would be performing on that committee.
- B. Finance Committee – The Finance Committee shall prepare a budget for the Corporation and oversee its funds.
- C. Nominating Committee – The Nominating Committee shall consist of four (4) members of the Board ~~of Directors~~, to be appointed by the President. At least two (2) members of this Committee shall not be officers. The committee shall present a slate of officers at the regular Board ~~of Directors~~ meeting preceding the annual meeting of the Board ~~of Directors~~. The members of the Board ~~of Directors~~ shall have the right to make nominations from the floor.
- ~~D.~~ Rules and Standards Committee – The Board ~~of Directors~~ has established and will in the future establish and amend various rules, regulations, criteria and standards. This committee shall perform the functions stated in such rules, regulations, criteria and standards. In doing so, any members of the Rules and Standards Committee who are design professionals (i.e. architects, engineers, contractors, etc.) shall not be deemed for any purposes to be performing professional design services for the Corporation; instead, any such design professional shall be deemed for all purposes to be performing the same non-professional functions any non-design professional Director would be performing on that committee.
- ~~D~~.E. The committee shall consist of ~~five~~ three (3) members of the Board ~~of Directors~~ and for voting purposes ~~three~~ two (2) are required to establish a quorum. The committee shall employ the services of professional consultants (architects, engineers, etc.) as necessary to review plans and advise them when appropriate.

Commented [TM14]: Provides similar indemnity clause for design professionals as for attorneys serving on Legal Committee

Commented [TM15]: Complies with current practice and is practical with only nine member board (when original bylaw written there was a 14 person board)

Section 3 ~~Ad-Hoc Committees~~

- A. Ad-Hoc Committees may be established to facilitate the efficient regulation of the affairs of the Corporation.
- B. The President, in consultation with the Executive Committee, the Executive Committee and the Board shall have the authority to form Ad-Hoc Committees.

The executive committee can form one on their own. The entire board can vote. The boards will have the authority to dissolve ad hoc committees by majority vote.

Section 4 -- Previously it said, the executive committee by majority vote shall appoint the members and a chairperson for each standing committee and shall be selected from the standing committee's members by the president. The proposal is that the president in consultation with the executive committee shall appoint the members and a chairperson for each standing committee which shall be selected from the standing committee's members. Each member and the chairperson with standing committee shall serve at the will of the executive committee and may be replaced by the president and consultation with the executive committee. The executive committee shall have authority to appoint or remove committee members by majority vote of the executive committee. This has simply given us some flexibility to not have to have a public meeting when somebody calls and says, I can't serve on this committee anymore. I'm not available. The president, after talking to the executive committee, can appoint people to the committee, change people from committees, try and keep things more, I think, more fluid and more robust. The executive committee can always overrule the president.

The next one is a complete change of something we have never done before. Basically says, corporation employees may be appointed to various committees, employees shall not have a vote.

There were no significant changes to article V aside from pronounces. Article VI – Amendments – was changed to comply with the ordinance that bylaws may be changed by affirmative 2/3 majority vote of the entire board.

Meeting adjourned at 6:09pm

C. ~~The Board shall have the authority to dissolve Ad-Hoc Committees by a majority vote of a quorum.~~

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Commented [TM16]: Adds a methodology for the creation and dissolution of Ad-Hoc committees to facilitate smooth transaction of Board business. Complies with current practice

Section 2 Section 4- Standing and Ad-Hoc Committee Members and Chairperson

A. ~~The Executive Committee, by majority vote, President, in consultation with the Executive Committee, shall appoint the members; and a chairperson for each standing committee who shall be selected from the standing committee's members by the President. Each member and chairperson of a standing committee shall serve at the will of the Executive Committee and may be replaced by the President in consultation with the Executive Committee. The Executive Committee shall have the authority to appoint or remove committee members and may be replaced by a majority vote of the Executive Committee, and the President shall have that same authority concerning replacing a chairperson.~~

Commented [TM17]: Creates an efficient method to add and remove committee members absent a public meeting of the Executive Committee. Checks-and-balances remain by mandating consultation with Exec. Comm. & allowing Exec. Comm. to overrule Pres.

B. ~~Corporation employees may be appointed to various committees. Employees shall not have a vote.~~

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Commented [TM18]: Allows for the appointment of employees to committees

ARTICLE V – INDEMNITY

- A. Any person made a party to any action, suit or proceeding, by reason of the fact he or she, his or her testator or interstate representative is or was a Director or Officer of the Corporation shall be indemnified and held harmless by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding including any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such Director or Officer is liable for an intentional breach of the Director's fiduciary responsibilities or obligations.
- B. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Officer or Director may be entitled apart from the provisions of this section.

ARTICLE VI – AMENDMENTS

~~The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, the By-Laws of the Corporation by the affirmative vote of a two thirds majority of the entire Board of Directors at any regular or special meeting of the Board called for that purpose. All changes to the By-laws are subject to approval by the Mayor of the City of New Orleans.~~

Commented [TM19]: Complies with City Ordinance: Home Rule Charter- Article IX- Chapter 1- Section 9.107