

BYLAWS OF THE LOUISVILLE ZOO FOUNDATION, INCORPORATED

ARTICLE I: OFFICES

The registered office of the **Louisville Zoo Foundation, Incorporated** (hereinafter the "Foundation") shall be located at 1100 Trevilian Way, Louisville, Kentucky 40213. The Foundation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the corporation may require from time to time.

ARTICLE II: PURPOSE

The Foundation has been established for the following purposes:

- 1) The Foundation is organized under the Kentucky Non-Profit Corporation Act exclusively for the purpose of benefiting and furthering the development of the Louisville Zoological Gardens (the "Zoo"), which is owned and operated by Louisville/Jefferson County Metro Government ("Metro Government") including in such purpose the provision of financial support for purchase of animals, construction of buildings and displays and equipment necessary for such programs.
- 2) To foster relationships between Metro Government, the private sector and state and federal Governments through strategic initiatives focused upon the Zoo's commitment and mission "To Better the Bond Between People and the Planet."
- 3) To solicit and receive contributions and grants of money and property from individuals, private organizations, public organizations, Metro Government, the Commonwealth of Kentucky and the federal Government to support programs and activities with the Mission set forth above in sub-paragraph (2).
- 4) To assist and advise the Zoo staff with the development and implementation of a strategic plan to meet the goals set forth herein.
- 5) To operate without pecuniary profit or financial gain in fulfilling these purposes.

ARTICLE III: TRUSTEES

The Trustees of the Board of Trustees of the Foundation (also called the Board of Directors and referred to herein as the "Board") shall be recommended by the Foundation's Funding & Development Committee and upon the affirmative vote of the Board, shall be appointed by the Mayor of Louisville, if the Mayor elects to make the appointment.

(A) General Powers

The business and affairs of the Foundation shall be overseen by the Board and shall have such powers as set forth in the Foundation's Restated Articles of Incorporation. The Board shall seek to secure adequate financial and physical resources to meet the strategic goals established by the Board.

(B) Number, Election, Tenure, and Qualifications

The number of Trustees of the Board shall be thirty-two (32), but may be increased or decreased by amendment of this Bylaw. There shall also be ex-officio non-voting members who include the Director of the Zoo, past Board Chairs, President of the Louisville Friends of the Zoo, a licensed veterinarian, a member of the Louisville Metro Council, a representative from the Louisville Mayor's Office and any other persons designated by the Mayor.

Each Trustee shall be appointed for a three (3) year term. No Board member may serve more than 3 consecutive terms, unless recommended by the Board Chair and specifically approved by the Mayor and a majority vote of the Board. The Mayor and any Trustee may submit a name to the Funding & Development Committee for consideration as a member of the Board. The Funding & Development Committee may then submit names to the entire Board for a vote. Upon an affirmative vote of the Board, the name will be submitted to the Mayor as a recommendation for appointment to a three (3) year term.

Each Trustee shall serve as a Trustee until the earlier of: (1) the expiration of his/her appointment; or (2) he/she is removed by the Mayor of Louisville, with or without cause.

Each past Chair of the Board shall be a non-voting member of the Board in *ex officio* status for life.

(C) Vacancies

Should a vacancy occur on the Board before completion of a term, such vacancy may be filled by appointment by the Mayor of Louisville in accordance with the process set forth above.

(D) Annual Meetings

Annual meetings of the Board are open to the public and shall be held each year at a time and place established by the Foundation Board Chair and communicated during a regular meeting of the Board, after advice and counsel from the chair of the Human Resource and Organization Effectiveness Committee (the "HROE Committee"). Such Annual Meeting may coincide with a Board Retreat in which case it will remain open to the public. Among other business to be conducted at the annual meeting, officers of the Foundation shall be appointed and approved as provided for herein.

(E) Regular Meetings

The Board may, by resolution, establish the time and place, for the holding of regular meetings, provided that a regular meeting shall be held at least once every two months. The Board Chair, in conjunction with the HROE Committee, will publish and send out in January of each calendar year a schedule of meetings for the upcoming year, which schedule shall be made available to the public.

(F) Special Meetings

Special meetings of the Board may be called by or at the request of the Board Chair, or by a majority of the voting members of the Board. The Notice of Special Meeting shall be posted, made available to the public, and shall provide the date, time and place of the special meeting and the agenda.

(G) Notice

In addition to other legal requirements, notice of any Board or Special meeting shall be given at least ten (10) days prior thereto by written notice delivered personally, mailed, sent by facsimile or e-mail to each Trustee at his/her official address. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If sent by facsimile, notice shall be deemed to be delivered upon confirmation that the facsimile was sent. If by e-mail, notice shall be deemed delivered upon confirmation that the e-mail was sent. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(H) Participation in Meetings

Unless otherwise provided by Kentucky law, the Board may permit any or all Trustees to participate in an annual, regular or special meeting by, or conduct the meeting through the use of video teleconference. The notice of such meeting permitting video teleconference shall state that the meeting will be a video teleconference, identify the video teleconference locations, as well and which, if any, location is primary. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

(I) Quorum

Eleven (11) of the appointed voting members of the Board present and deemed present at a meeting shall constitute a quorum for the transaction of business at any meeting of the Board. If less than eleven (11) of the appointed voting members of the Board are present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice or take any necessary action so long as it is affirmed at the next meeting in which a quorum is present.

(J) Manner of Acting

The act of the majority of the Trustees present and deemed present at a meeting at which a quorum is present shall be the act of the Board.

(K) Compensation

No Trustee shall receive compensation for his/her services as a Trustee.

(L) Standing Committees & *Ad Hoc* Task Forces

The Board shall conduct its business through the following standing committees:

- 1) Finance and Audit
- 2) Brand & Customer Service
- 3) Human Resources & Organizational Effectiveness
- 4) Exhibits and Facilities
- 5) Conservation, Education & Collections
- 6) Funding and Development

The Board Chair shall have authority upon a majority vote to establish task forces on an *ad hoc* basis as he/she may consider necessary or convenient for the conduct of the Board's business.

The Chair shall have the right to appoint the Chairs of all committees. The Chair shall have the right to appoint all persons to any *ad hoc* Task Force who are not Trustees. In no circumstances shall the majority of members of any Standing Committee or *Ad Hoc* Task Force be non-Trustees. Non-Trustees appointed to any Committee shall be advisory, non-voting members of the Committee. The Committee Chair may also add advisory, non-voting members of the Committee. The Committee Chair may also add non-Trustee committee members after advice and consent from the Foundation Chair.

(M) Individual Trustee Responsibility

Each Trustee of the Board shall have an obligation to perform his/her duties solely in a manner consistent with the best interests of the Zoo and carry out the following responsibilities during his/her tenure:

1) General Expectations:

- (a) Provide oversight and support to the Zoo to achieve its mission by approving broad business plans and strategic initiatives.
- (b) Assist in the accomplishment of strategic priorities through the Committee structure.
- (c) Ensure general effectiveness as advocates and mentors for Zoo staff.
- (d) Provide leadership and assistance in fund-raising and development activities.
- (e) Attend activities and events sponsored by the Zoo when possible.
- (f) Suggest trustee candidates who can make significant contributions to the work of the Board and progress of the Zoo.
- (g) Serve as an advocate and representative of the Zoo to the community, local, state and federal government.
- (h) Demonstrate an interest in Zoo programs and the staff that performs them.
- (i) Learn the culture and values of Zoo staff and reinforce them through example and personal actions.

- (j) Be familiar with the Bylaws of the Foundation.
- (k) Participate actively on a committee that supports accomplishment of the Strategic Plan.
- (l) Trustee development: complete information self-evaluations annually to ensure that the role of each trustee is personally fulfilling and meaningful to the Zoo.
- (m) Participate at Board retreats, when held.
- (n) Participation in Board orientation and continuing education programs as may be required.

2) Fiduciary Responsibility:

- (a) Faithfully read and understand the Foundation's financial statements.
- (b) Be a current Zoo member at any level.
- (c) Contribute a tax-deductible minimum annual donation of \$500.00* to offset Foundation operating expenses.
- (d) Contribute financially -- personally and where appropriate, professionally -- to a capital campaign to demonstrate 100% Board support with current and prospective donors.
- (e) Make a personal give to the annual fund campaign according to personal means, but no less than \$250.00*.
- (f) Assist the Zoo by implementing fund-raising strategies through personal influence with others.
- (g) Participate actively at some level in Zoo fund-raising special events, programs and activities.

3) Meetings:

- (a) Prepare for and participate in committee meetings. Committee meeting dates and times are determined by the chair of each committee. Meetings are at least bi-monthly but more frequently as needed.
- (b) Attend all Committee and Board Meetings. Notify Board Chair of Vice-Chair two (2) days prior if you cannot attend.
- (c) The Louisville Zoo Foundation is a separate 501(c)(3) organization from the Zoo. Be cognizant of verbalizing sensitive or confidential matters (*i.e., donor names, donation amounts, etc.*) during discussions.

4) Avoiding Conflicts:

- (a) Each year, Board members must sign a Conflict of Interest statement and disclose possible conflicts to the Board Chair and General Counsel.
- (b) Serve the organization as a whole rather than any special interest group or constituency.
- (c) Avoid even the appearance of a conflict of interest that might bring negative attention to the Board, Mayor, Zoo, Louisville Metro, Metro

Council or the Commonwealth of Kentucky.

(d) Never accept (or offer) favors or gifts from (or to) anyone who does business with the Zoo.

* The Chair may address any special circumstances of any individual Trustee with respect to this financial obligation.

ARTICLE IV: OFFICERS

(A) Classes

The officers of the Foundation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and a General Counsel.

(B) Election and term of office

The Board recognizes that the Chair and Vice-Chair of the Board and all Trustees serve at the pleasure of the Mayor of Louisville. However, to promote transparency among the Trustees, these Bylaws outline a procedure for the selection and recommendation of the members and officers that it believes to be in the best interest of the Zoo.

The committee chairs shall form a Nomination Committee, which will, from time to time, call for nominations for the offices of Chair and Vice-Chair of the Board. The Board shall then vote on each individual nominee to be recommended to the Mayor for appointment as Board Chair and Vice-Chair. The Secretary, Treasurer and General Counsel shall be appointed by the Chair and confirmed by a majority vote of the Board.

The Chair of the Board shall serve a maximum of two (2) consecutive three (3) year terms, if his or her remaining board term permits such service. Thereafter, while remaining a member of the Board, the former Chair shall not serve as an officer for at least one (1) year. The Vice-Chair, Secretary, Treasurer and General Counsel may each serve a maximum of two (2) consecutive three (3) year terms, if their respective board terms permit such service, and thereafter, each may serve in any other officer position. No officer may hold two (2) offices simultaneously. Furthermore, no officer shall serve in any office longer than his or her board term, unless the Board specifically votes to extend such board term to allow the officer to serve out his or her officer term, and as approved by the Mayor or a duly authorized representative of the Mayor.

Each officer shall hold office until his/her successor shall have been duly appointed and shall have qualified or until his/her death or until he/she resigns or shall have been removed in the manner hereinafter provided.

(C) Removal

The Board may vote to recommend to the Mayor the removal of any officer of the Board, with or without cause, whenever it is judgment the best interest of the Zoo would be served thereby. Appointment of an officer or agent shall not create contract rights.

(D) Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the process set forth for the recommendation and appointment of an officer. Any Trustee recommended and appointed to fill a vacancy may be appointed again at the expiration of the unexpired term of a full three (3) year term.

(E) Board of Trustees Chair

The Board Chair shall be the Chief Executive of the Board. The Board Chair shall perform all duties incident to the office of the Board Chair and such other duties as may be prescribed by the Board from time to time. The Board Chair shall be the principal liaison between the Board, the Mayor's Office and the Director of the Zoo.

(F) Board of Trustees Vice-Chair

In the absence of the Board Chair or in the event his/her inability or refusal to act as the Board Chair, the Board Vice-Chair shall perform the duties of the Board Chair and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the Board Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Board Chair or by the Board.

(G) Treasurer

The Treasurer shall: (1) serve as Chair of the Finance Committee; (2) have supervision of all funds and securities of the Foundation; (3) cause to be received and give receipts for moneys due and payable to the Foundation from any source whatsoever; (4) cause to be deposited all such moneys in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws or directives of the Board; (5) generate and publish a Foundation budget on a regular basis; (6) provide regularly recurring accounting and reporting to the Board or Foundation funds and accounts; (7) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board Chair or by the Board; and (8) provide non-binding oversight, direction and advice to Zoo administrative personnel concerning Zoo financial matters. The Treasurer does not have legal or management authority over or formal accountability for the finance function of the Zoo.

(H) General Counsel

The General Counsel shall: (1) be an attorney licensed to practice law in the Commonwealth of Kentucky and in good standing as a member of the Kentucky Bar Association; (2) act as counsel to the Board on all legal issues before the Board; (3) act as the liaison between the Jefferson County Attorney's Office and the Board; (4) represent the Board on all legal matters and interact with counsel from the Jefferson County Attorney's Office or outside counsel hired on the Zoo's behalf by Metro Government to represent the Zoo; and, (5) perform all duties incident to the office of General Counsel

and such other duties as from time to time may be assigned by the Board Chair or by the Board.

(I) Secretary

The Secretary, if that office be created and filled, shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records of the Foundation, (d) be responsible for authenticating records of the Foundation, (e) keep a register of the mailing address of each Trustee and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time maybe assigned to the Secretary by the Board Chair or the Board.

ARTICLE V: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

(A) Contracts

The Board may authorize the Board Chair or Vice-Chair, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Board, and such authority maybe general or confined to specific instances.

(B) Loans

No loans shall be contracted on behalf of the Zoo or the Foundation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board and in compliance with the appropriate Ordinance of Metro Government.

(C) Checks, drafts, orders, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by at least two (2) officers of the Foundation or by at least the Director of the Zoo and one (1) officer.

(D) Deposits

All funds of the Foundation not otherwise employed shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may select.

(E) Charitable contributions

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the Board or the Foundation without prior authorization by the Board.

ARTICLE VI: CONFLICTS OF INTEREST

Each Trustee shall be obligated to disclose to the Board, the Board Chair, General Counsel and the Director of the Zoo, in writing, any conflict of interest that may arise during the

Trustee's service to the Foundation. Each Trustee is expected to abide by the Louisville Metro Code of Ethics for the Officers and Employees of Louisville Metro, as well as any future amendments to this Code of Ethics.

ARTICLE VII: BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, and shall keep at the principal office a record giving the names and official addresses of the Trustees entitled to vote. All books and records of the Foundation may be inspected by any Trustee, or his/her agent or attorney, for any proper purpose at any reasonable time with reasonable notice.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Foundation shall end on June 30 of each year.

ARTICLE IX: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X: AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the Board if notice of the proposed amendment, alteration, change, addition, or repeal is contained in the notice of the meeting to the Board and is published in the minutes of the Foundation for at least thirty (30) days prior to said vote.

ARTICLE XI: ALCOHOL POLICY

The food service contracting with Metro Government and/or the Foundation shall be allowed, consistent with the terms of its contract, to obtain all appropriate licenses necessary to sell alcoholic beverages on the premises of the Zoo. With the concurrence of Metro Government, the Board may, from time to time establish policy regarding the sale of alcohol on the premises of the Zoo at, and only at, a Foundation sponsored event, including, but not limited to regulating the hours of sale, the type of alcoholic beverages served, the location of the sale and service of said alcoholic beverages and the limitations as to the locations for the consumption of said alcoholic beverages.

ARTICLE XII: NO OWNERSHIP OR CONTROL OF THE ZOO

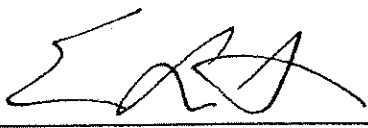
Nothing contained in the Bylaws is intended to, nor shall it be deemed to, give the Foundation any right or power to exercise ownership of, or control over, the Zoo, to operate or manage the Zoo, or to direct or control any employee of Metro Government in the operation or management of the Zoo.

BYLAWS ADOPTED



CHAIR, BOARD OF TRUSTEES

DATED: 1-28-2014



GENERAL COUNSEL, BOARD OF TRUSTEES

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**AMENDMENT TO THE BYLAWS
OF THE LOUISVILLE ZOO FOUNDATION, INCORPORATED**

The Bylaws of the Louisville Zoo Foundation, Incorporated, a Kentucky nonprofit corporation (the "Corporation"), are hereby amended in the following respects:

1. The last paragraph of Article III, Section B shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"Each past Chair of the Board shall be a non-voting member emeritus of the Board for life."

2. Article III, Section D shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"(D) – Annual Meetings

Annual meetings of the Board are open to the public and shall be held each year at a time and place established by the Foundation Board Chair and communicated during a regular meeting of the Board, after advice and counsel from the Chair of the Board Engagement and Effectiveness Committee (the "BEE Committee"). Such annual meeting may coincide with a Board Retreat in which case it will remain open to the public. Among other business to be conducted at the annual meeting, officers of the Foundation shall be appointed and approved as provided for herein."

3. Article III, Section E shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"(E) – Regular Meetings

The Board may, by resolution, establish the time and place, for the holding of regular meetings, provided that a regular meeting shall be held at least once every two months. The Board Chair, in conjunction with the BEE Committee, will publish and send out in January of each calendar year a schedule of meetings for the upcoming year, which schedule shall be made available to the public."

4. Article III, Section L shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"(L) – Standing Committees & *Ad Hoc* Task Forces

The Board shall conduct its business through the following standing committees:

- 1) Board Engagement and Effectiveness Committee, which shall be governed by and subject to the Charter attached as Schedule 1;
- 2) Conservation, Education and Collections Committee, which shall be governed by and subject to the Charter attached as Schedule 2;
- 3) Executive Committee, which shall be governed by and subject to the Charter attached as Schedule 3;
- 4) Exhibits and Facilities Committee, which shall be governed by and subject to the Charter attached as Schedule 4;
- 5) Finance Committee, which shall be governed by and subject to the Charter attached as Schedule 5;
- 6) Funding and Development Committee, which shall be governed by and subject to the Charter attached as Schedule 6; and
- 7) Marketing/Public Relations Committee, which shall be governed by and subject to the Charter attached as Schedule 7;

The Board Chair shall have authority upon a majority vote to establish task forces on an *ad hoc* basis as she/he may consider necessary or convenient for the conduct of the Board's business.

The Chair shall have the right to appoint the Chairs of all committees. The Chair shall have the right to appoint all persons to any *ad hoc* Task Force who are not Trustees. In no circumstances shall the majority of members of any Standing Committee or *Ad Hoc* Task Force be non-Trustees. Non-Trustees appointed to any Committee shall be advisory, non-voting members of the Committee. The Committee Chair may also add advisory, non-voting members of the Committee. The Committee Chair may also add non-Trustee committee members after advice and consent from the Foundation Chair."

The foregoing Amendment to the Bylaws of Louisville Zoo Foundation, Incorporated, was adopted at a regular meeting of the members of the Board of Directors held on June 25, 2019, after notice of such Amendment had been had been given to the Board and published in the minutes of the Foundation for at least thirty (30) days prior to such vote.

IN WITNESS WHEREOF, the Secretary of the Louisville Zoo Foundation, Incorporated,
has executed this Amendment as of June 25, 2019.

LOUISVILLE ZOO FOUNDATION, INCORPORATED

By: James L. H

Title: Board chairman

**SECOND AMENDMENT TO THE BYLAWS
OF THE LOUISVILLE ZOO FOUNDATION, INCORPORATED**

The Bylaws of the Louisville Zoo Foundation, Incorporated, a Kentucky nonprofit corporation (the "Corporation"), are hereby amended in the following respects (additions appear in ***boldface and italics***; there are no deletions):

1. The third paragraph of Article IV, Section B shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"The Chair of the Board shall serve a maximum of two (2) consecutive three (3) year terms, if his or her remaining Board term permits such service. Thereafter, while remaining a member of the Board, the former Chair shall not serve as an officer for at least one (1) year. The Vice-Chair, Secretary, Treasurer and General Counsel may each serve a maximum of two consecutive three (3) year terms, if their respective Board terms permit such service, and thereafter, each may serve in any other officer position. No officer may hold two (2) offices simultaneously, ***provided that the Chair may elect to combine the offices of Secretary and Treasurer, in which event one person may hold the combined offices.*** Furthermore, no officer shall service in any office longer than his or her Board term, unless the Board specifically votes to extend such Board term to allow the officer to serve out his or her officer term, and as approved by the Mayor or a duly authorized representative of the Mayor."

2. Article IV, Section I shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"(I) Secretary

The Secretary, if that office be created and filled, shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records of the Foundation, (d) be responsible for authenticating records of the Foundation, (e) keep a register of the mailing address of each Trustee, and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board Chair or the Board. ***During all periods when the Chair elects to combine the offices of Secretary and Treasurer, the Secretary/Treasurer shall perform all of the duties of the Secretary and the Treasurer.***"

The foregoing Amendment to the Bylaws of Louisville Zoo Foundation, Incorporated, was adopted at a regular meeting of the members of the Board of Directors held on Oct. 26, 2021, after notice of such Amendment had been had been given to the Board and published in the minutes of the Foundation for at least thirty (30) days prior to such vote, as required by Article X of the Bylaws.

IN WITNESS WHEREOF, the Secretary of the Louisville Zoo Foundation, Incorporated, has executed this Amendment as of Oct. 26, 2021.

LOUISVILLE ZOO FOUNDATION, INCORPORATED

By: _____

Title: _____

**AMENDMENT TO THE BYLAWS
OF THE LOUISVILLE ZOO FOUNDATION, INCORPORATED**

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"Each past Chair of the Board shall be a non-voting member emeritus of the Board for life."

2. Article III, Section D shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"(D) – Annual Meetings

Annual meetings of the Board are open to the public and shall be held each year at a time and place established by the Foundation Board Chair and communicated during a regular meeting of the Board, after advice and counsel from the Chair of the Board Engagement and Effectiveness Committee (the "BEE Committee"). Such annual meeting may coincide with a Board Retreat in which case it will remain open to the public. Among other business to be conducted at the annual meeting, officers of the Foundation shall be appointed and approved as provided for herein."

3. Article III, Section E shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"(E) – Regular Meetings

The Board may, by resolution, establish the time and place, for the holding of regular meetings, provided that a regular meeting shall be held at least once every two months. The Board Chair, in conjunction with the BEE Committee, will publish and send out in January of each calendar year a schedule of meetings for the upcoming year, which schedule shall be made available to the public."

4. Article III, Section L shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"(L) – Standing Committees & *Ad Hoc* Task Forces

The Board shall conduct its business through the following standing committees:

- 1) Board Engagement and Effectiveness Committee, which shall be governed by and subject to the Charter attached as Schedule 1;
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- 4) Exhibits and Facilities Committee, which shall be governed by and subject to the Charter attached as Schedule 4;
- 5) Finance Committee, which shall be governed by and subject to the Charter attached as Schedule 5;
- 6) Funding and Development Committee, which shall be governed by and subject to the Charter attached as Schedule 6; and
- 7) Marketing/Public Relations Committee, which shall be governed by and subject to the Charter attached as Schedule 7;

The Board Chair shall have authority upon a majority vote to establish task forces on an *ad hoc* basis as she/he may consider necessary or convenient for the conduct of the Board's business.

The Chair shall have the right to appoint the Chairs of all committees. The Chair shall have the right to appoint all persons to any *ad hoc* Task Force who are not Trustees. In no circumstances shall the majority of members of any Standing Committee or *Ad Hoc* Task Force be non-Trustees. Non-Trustees appointed to any Committee shall be advisory, non-voting members of the Committee. The Committee Chair may also add advisory, non-voting members of the Committee. The Committee Chair may also add non-Trustee committee members after advice and consent from the Foundation Chair."

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IN WITNESS WHEREOF, the Secretary of the Louisville Zoo Foundation, Incorporated,
has executed this Amendment as of June 25, 2019.

LOUISVILLE ZOO FOUNDATION, INCORPORATED

By: Paula L. Y

Title: Board Chairman

**SECOND AMENDMENT TO THE BYLAWS
OF THE LOUISVILLE ZOO FOUNDATION, INCORPORATED**

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2. Article IV, Section I shall be, and it hereby is, amended and modified so that, as amended and modified, it shall read in its entirety as follows:

"(I) Secretary

The Secretary, if that office be created and filled, shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records of the Foundation, (d) be responsible for authenticating records of the Foundation, (e) keep a register of the mailing address of each Trustee, and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board Chair or the Board. ***During all periods when the Chair elects to combine the offices of Secretary and Treasurer, the Secretary/Treasurer shall perform all of the duties of the Secretary and the Treasurer.***"

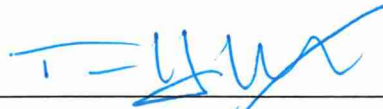
The foregoing Amendment to the Bylaws of Louisville Zoo Foundation, Incorporated, was adopted at a regular meeting of the members of the Board of Directors held on Oct. 26, 2021, after notice of such Amendment had been had been given to the Board and published in the minutes of the Foundation for at least thirty (30) days prior to such vote, as required by Article X of the Bylaws.

IN WITNESS WHEREOF, the Secretary of the Louisville Zoo Foundation, Incorporated, has executed this Amendment as of Oct. 26, 2021.

LOUISVILLE ZOO FOUNDATION, INCORPORATED

By: _____

Title: _____


Treasurer

THE LOUISVILLE ZOO FOUNDATION, INC.

0141909.09

amcray
NAOA

RESTATED ARTICLES OF INCORPORATION

Trey Grayson
Secretary of State

Received and Filed

02/25/2009 2:46:40 PM

Fee Receipt: \$8.00

KNOW ALL PERSONS BY THESE PRESENTS

That we, the undersigned Chair of the Board of Trustees and the General Counsel, respectively, of the Louisville Zoo Foundation, Inc., a non-profit corporation organized under the laws of the Commonwealth of Kentucky, being first duly sworn, certify that the following Restated Articles of Incorporation of the Louisville Zoo Foundation were adopted by affirmative vote of a majority of the Board of Directors at a meeting on the 20th day of January, 2009, duly called and held and for which statutory notice requirements were expressly waived; and do further certify that the following Restated Articles of Incorporation of the Louisville Zoo Foundation were approved by a majority of the Trustees of the corporation.

1. Name

The name of the corporation shall be the Louisville Zoo Foundation, Incorporated (the "Foundation").

2. Duration

The corporation shall have perpetual existence unless terminated by a majority vote of the Trustees.

3. Purposes

The corporation is organized under the Kentucky Non-Profit Corporation Act exclusively for the purpose of benefiting and furthering the development of the Louisville Zoological Gardens (the "Zoo"), including in such purpose the provision of financial support for purchase of animals, construction of buildings and displays and equipment necessary for such programs.

It is intended that the corporation shall carry out its purposes as an organization described in Section 509(a)(3) of the Internal Revenue Code of 1954¹ and in this connection will maintain a significant involvement in the affairs of the Zoo; and it is further intended that, notwithstanding any other provision in these articles, the corporation is prohibited from engaging in any activity that would prevent it from being treated as an organization described in Section 501(c)(3) of the said Internal Revenue Code.

No part of the net earnings or receipts of the corporation shall inure to the benefits of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not

¹ All references in these articles to the Internal Revenue Code of 1954 shall include the corresponding provision of any future United States Internal Revenue law or amendment.

participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by: [a] a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, [b] a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or [c] a corporation exempt from regulation as a private foundation under Section 509(a)(3) of the Internal Revenue Code of 1954.

4. Registered Office and Agent.

The address of the corporation's registered office shall be 1100 Trevillian Way, Louisville, Kentucky 40213.

4.2 The name of the corporation's registered agent at that address shall be John Walczak.

5. Board of Trustees and Officers.

5.1 The Board of Trustees shall consist of a number agreed to by a majority of the Trustees. In no event shall the number of Trustees be less than three. The method of changing the number of Trustees shall be governed by the By-laws. The Mayor of Metro Louisville shall exclusively appoint to the Board of Trustees the Mayor or a designee, the Chair of the Foundation Board of Trustees, the Vice Chair, one licensed veterinarian, and all other members of the Board of Trustees. The Funding and Development Committee may nominate individuals for the Mayor's consideration for appointment from time to time. The terms and nature of service by the Trustees shall be governed by the By-laws of the Foundation. The identity of and terms of service on the Board of Trustees by ex officio members shall be governed by the By-laws. Officers shall be established and governed by the By-laws. Officers, other than the Chair and Vice Chair of the Board, shall be appointed by the Chair and serve terms as prescribed in the By-laws. Each Trustee shall serve as a Trustee until the earlier of (1) the expiration of his/her appointment and until his/her successor has been elected and qualified; or (2) he/she is removed by the Mayor of Louisville Metro, with or without cause.

5.2 The Board of Trustees shall be authorized to create committees as it deems necessary to facilitate carrying out the business of the Foundation. The authority of any committee shall be governed by the By-Laws.

5.3 If at any time fifty percent (50%) or more of the voting power of the board is in the hands of individuals who are disqualified persons as defined in section 509(a)(3) and Section 4946 of the Internal Revenue Code of 1954, as many positions on the board of trustees shall immediately and automatically become vacant as is necessary to give voting control to other than disqualified persons. Among several disqualified trustees, removal from the board shall be determined by first removing the disqualified trustee, and those who have the shortest term of service shall be removed first. If a person serving as trustee by virtue of his or her office must be removed, the remaining members of the board shall elect his successor, with approval of the Mayor of Metro Louisville.

6. No Members

6.1 The corporation shall have no members.

7. Dissolution

7.1 Upon dissolution of the Foundation the trustees shall, after paying or making provision for the payment of all of its liabilities, convey all of its assets to the Louisville Zoological Gardens or the Louisville/Jefferson County Metro Government, or its successor, to be used for the maintenance of a zoo within the boundaries of Jefferson County, Kentucky. If the listed entities are unable to or unwilling to accept the assets, the board of trustees shall dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

8. Powers of the Corporation

8.1 The corporation shall have all powers set forth in the Kentucky Non-Profit Corporation Act (KRS 273.163 to KRS 273.387), including power to raise, receive, hold, expend and use money and property acquired by grant, gift, bequest or devise, provided, however, that it may only engage in activities which benefit and support the Zoo as outlined in Section 3 of these articles. Specific enumeration of powers of the corporation shall be set forth in the Foundation By-laws and governed by the same. In no event shall the corporation be empowered to cause in any manner a liability to be assumed by the Zoo or any entity, agency or representative of the Louisville/Jefferson County Metro Government, unless any such entity, agency or representative agrees to the assume such liability as evidenced by an express authorization by an authorized official of Louisville/Jefferson County Metro Government.

9. Limitation of Trustee Liability

9.1 A trustee of the corporation shall not be personally liable to the corporation for monetary damages for breach of duty as a trustee, except for liability: (a) For any transaction in which the trustee's personal financial interest is in conflict with the financial interests of the corporation; (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the trustee to be a violation of law; or (c) For any transaction from which the trustee derived an improper personal benefit.

We certify that this Restated Articles of Incorporation correctly states the Articles of Incorporation as heretofore amended, has been duly adopted as required by law, includes all previous amendments to the original Articles of Incorporation and reflects the most current version of the Articles of Incorporation, thereby superceding any other version and amendments.

IN TESTIMONY WEREOF, witness our signatures this 23rd day of July, 2009.

[Signature]
Mark Wheeler, Chairperson

Date

[Signature]
Bobby C. Simpson, General Counsel

Date

State of Kentucky)
) SS
Jefferson County)

The foregoing instrument was acknowledged before me this 23rd day of January, 2009, by Mark Wheeler and _____ on behalf of the corporation.

[Signature]
Notary Public

My commission expires: June 11, 2011

