

**AMENDED AND RESTATED 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 Board shall oversee the business and affairs of the Foundation 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-seven (37) 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 emeritus of the Board 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 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.

**(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.

**(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**

One third 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 one third 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. 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 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. Be familiar with the Bylaws of the Foundation.
- j. Participate actively on a committee that supports accomplishment of the Strategic Plan,
- k. Trustee development: complete information self-evaluations annually to ensure that the role of each trustee is personally fulfilling and meaningful to the Zoo.
- l. Participate at Board retreats, when held.
- m. 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 gift 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 fundraising 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 Committee and Board Meetings. Notify Board Chair or 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, 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 Executive Committee shall provide recommendations for Chair and Vice-Chair of the Board appointments to the mayor. 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, provided that the Chair may elect to combine the offices of Secretary and Treasurer, in which one person may hold the combined offices. 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 for a full three (3) year term at the expiration of the unexpired 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 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 of 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

**(I) Secretary**

The Secretary, if that office be created and filled, shall (1) keep the minutes of the meetings of the Board in one or more books provided for that purpose, (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (3) be custodian of the corporate records of the Foundation, (4) be responsible for authenticating records of the Foundation, (5) keep a register of the mailing address of each Trustee and (6) 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. During all periods when the Chair elects to combine the title offices of Secretary and Treasurer, the Secretary/Treasurer shall perform all the duties of the Secretary and the Treasurer.

**ARTICLE V: CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**(A) Contracts**

The Board may authorize the Board Chair or Vice-Chair, to enter 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 evidence 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: 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

DATED: \_\_\_\_\_

\_\_\_\_\_  
GENERAL COUNSEL, BOARD OF TRUSTEES

DATED: \_\_\_\_\_

\_\_\_\_\_  
BOARD CHAIR, BOARD OF TRUSTEES