

**BYLAWS  
OF  
WARHEIM PARK ASSOCIATION, INC.**

**ARTICLE 1.  
PURPOSE**

1.1 The purposes for which the Warheim Park Association, Inc., a Kentucky nonstock, nonprofit corporation (the "Corporation") is formed are set forth in the Articles of Incorporation. (A copy of which is heretofore attached.)

**ARTICLE 2.  
OFFICES**

2.1 The Corporation's principal office shall be in Louisville, Jefferson County, Commonwealth of Kentucky. The Corporation may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Kentucky as the Board of Directors may from time to time determine or as the business of the Corporation may require.

**ARTICLE 3.  
REGISTERED OFFICE AND AGENT  
FOR SERVICE OF PROCESS**

3.1 The registered office in Kentucky and the registered agent at such office upon whom any process, notice or demand required or permitted by law to be served upon the Corporation shall be as stated in the Articles of Incorporation or as subsequently changed by resolution of the Board of Directors and an amendment to the Articles of Incorporation.

3.2 The registered office may be, but need not be, the same as the Corporation's principal office in the Commonwealth of Kentucky.

**ARTICLE 4.  
POLICIES**

4.1 The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

4.2 The Corporation shall have and exercise all powers necessary or convenient to effect its purposes and in particular all powers as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.

4.3 The Corporation, its name, or the name of any of its directors or officers, in their corporate capacities, shall not be associated with any commercial, sectarian or partisan interest or concern or any purpose contrary to the objectives of the Corporation.

4.4 The Corporation may cooperate with other organizations and/or agents or individuals concerned with the promotion of the objectives of the Corporation, but no person shall bind the Corporation without authorization of the Board of Directors of the Corporation.

**ARTICLE 5.**  
**SEAL**

5.1 The corporate seal, if any, shall be in such form as adopted by resolution of the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided, however, that the use of the seal is not required to validate any writing or document to which the Corporation is a signatory or party.

**ARTICLE 6.**  
**DIRECTORS**

6.1 Number, Term of Office, Qualifications.

a. The business and affairs of the Corporation shall be managed and administered by a Board of Directors comprised of at least five directors, but no more than seven directors. The initial directors shall be appointed by the Executive Director of the Parks Department of the City of Louisville as follows:

(1) One of the directors shall be a representative from the Parks Department;

(2) One of the directors shall be a representative from the Belknap Neighborhood Association;

(3) Three of the directors shall be representatives from the residential vicinity in which the Park (as defined in the Articles of Incorporation) is located, and more specifically, from among residents of the streets known as Overlook Terrace, Boulevard Napoleon and Yale Drive; and

(4) Each of the directors must be a resident of Jefferson County, Kentucky, and, except for the director representing the Parks Department, none of the directors shall be an employee or officer of the City of Louisville.

b. The directors shall be divided into two classes, each class to consist, as nearly as may be, of one-half of the number of directors constituting the whole board. The term of office of those of the first class shall expire at the annual meeting of directors to be held in 2003. The term of office of the second class shall expire at the annual meeting of directors to be held in 2004. At each annual meeting of directors following their initial appointment, directors

appointed to succeed those directors whose terms have expired shall be appointed for a term of office to expire at the second succeeding annual meeting of directors following their appointment. Each director shall be entitled to serve for the term for which he was appointed, or until a successor is appointed and qualified, or until death, or until such director resigns or has been removed from office in the manner permitted by law. Any director may be re-appointed to the Board of Directors. A director shall be at least eighteen years of age.

6.2 Vacancies. Whenever there is a vacancy on the Board of Directors of the director appointed as a representative of the Parks Department pursuant to paragraph 6.1(a)(1) herein, by reason of death, resignation or otherwise, it shall be filled by appointment by the Executive Director of the Parks Department. Whenever there is a vacancy in any other position on the Board of Directors by reason of death, resignation or increase in the number of directors or otherwise, it shall be filled in accordance with the representation requirements set forth in paragraph 6.1 herein by a majority vote of the Board of Directors. The director(s) so appointed shall hold office for the unexpired term of his or her predecessor in office.

6.3 Removal of Directors. At a meeting of the Board of Directors at which a quorum is present, called expressly for that purpose, any director may be removed with or without cause by a majority vote of the Board of Directors.

6.4 Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise required by law, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

6.5 Meetings. The directors may hold their meetings, regular or special, at such place within or without the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing of all the directors. Regular meetings may be held without notice at such time and place as shall, from time to time, be determined by the Board of Directors. Special meetings may be called by the President on one day's notice to each director, either personally, by mail, by telephone or by telegram. Special meetings shall be called by the President in like manner and on like notice on the written request of any two (2) directors. Notice of any special meeting need not be given to any director, if waived by him, before, at or after such special meeting in writing, by telephone, telegram, facsimile, radiogram, wireless telegram or cable. Any meeting of the Board of Directors shall be a duly constituted meeting without any notice or waiver of notice thereof having been given if all the members of the Board of Directors are present.

6.6 Action Without Meeting. Whenever any action by the directors at a meeting is required or permitted to be taken by law or the Articles of Incorporation or the Bylaws, such action may be taken without a meeting if a consent in writing which sets forth the action so taken is signed by all the directors. Such action shall have the same effect as a unanimous vote.

6.7 Compensation. Directors shall receive no pay for their services; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

6.8 Committees. The Board of Directors, by resolution, may designate one or more committees, each of which may consist of at least two (2) directors, which committee(s) shall make recommendations of proposed action, or, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent permitted by applicable law.

6.9 Proxies. Any member of the Board of Directors may be represented at any meeting by another member of the Board by giving such member a signed statement that such other member shall serve as his or her proxy. Such proxy shall be valid for only one (1) meeting and must be executed within twelve (12) hours of such meeting. Proxies shall be presented to the Board's Secretary at the beginning of a meeting and shall be counted as part of the required number for a quorum.

6.10 Limitation on Authority. The director appointed to represent the Parks Department shall not sign any contracts on behalf of the Corporation and shall not sign requests for payment of expenses submitted to the Parks Department or the City of Louisville.

## ARTICLE 7. OFFICERS

7.1 Number, Term of Office. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, one or more Vice-Presidents, Secretary and a Treasurer, each of whom shall hold office until a successor is elected or until death or until such other resigns or shall have been removed as herein provided. Any two of the offices of vice-president, secretary and treasurer may be held by the same person. The Board of Directors may elect or appoint such other officers as it may deem advisable.

7.2 Election, Qualification. The Board of Directors, at its regular annual meeting, shall elect a President, one or more Vice-Presidents, Secretary and a Treasurer, each of whom must be at least eighteen years of age and shall be a director of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible.

7.3 Subordinate Officers. The Board of Directors may appoint other officers or agents, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may determine. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.

7.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term of such office.

7.5 President. The President shall be the chief executive officer of the Corporation and, subject to control by the Board of Directors, shall have general control of the business, affairs and property of the Corporation and charge over its officers. The President shall preside at all meetings of the members and of the Board of Directors at which he shall be present. The President may sign all certificates, contracts, obligations and other instruments of the

Corporation and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned by these Bylaws or by the Board of Directors. The officers of the Corporation shall be responsible to the President for the proper and faithful discharge of their several duties, and shall make such reports to the President as may from time to time be required.

7.6 Vice President. The Vice President(s) shall perform all duties incumbent upon the President during any absence or disability of the President and perform such other duties as required by these Bylaws or as the Board of Directors may prescribe.

7.7 Secretary. The Secretary shall:

- a. Keep the minutes of the meetings of the Board of Directors, and cause such minutes to be recorded in the 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 records of the Corporation and the Board of Directors;
- d. See that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed; and
- e. In general, perform all duties and have all powers incident to the office of Secretary and do and perform such other duties and exercise such other powers as from time to time may be assigned by these Bylaws, by the Board of Directors and by the President.

7.8 Treasurer. The Treasurer shall:

- a. Have supervision over the funds, securities, receipts and disbursements of the Corporation;
- b. Cause to be kept correct books of account of all the business and transactions of the Corporation;
- c. Render to the Board of Directors and the President, whenever requested, an account of the financial condition of the Corporation and of any financial transactions entered into as Treasurer; and
- d. In general, perform all duties and have all powers incident to the office of the Treasurer and do and perform such other duties and exercise such other powers as from time to time may be assigned to the Treasurer by these Bylaws, by the Board of Directors and by the President.

7.9 Removal of Officers. Any officer or agent may be removed by the vote of a majority of the Board of Directors whenever, in the Board's judgment, the best interest of the Corporation will be served by such removal.

**ARTICLE 8.**  
**COMMITTEES**

8.1 **Executive Committee.** The Board of Directors shall appoint each year two members of the Board of Directors and the President to the Executive Committee. The Executive Committee shall appoint the employees to operate the business of the Corporation. The Executive Committee may act on behalf of the Corporation in any matter where the Board of Directors either authorizes or ratifies its action at each regular or special meeting called for that purpose.

8.2 **Other Committees.** The Board of Directors may at any time appoint standing committees that consist of as many members as seems advisable. The members of the Committee shall hold office until the appointment of their successors or until the need for the committee ceases, whichever occurs first.

8.3 **Committee Quorum.** A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

8.4 **Committee Vacancies.** The Board of Directors shall have the power to fill vacancies in the committees.

**ARTICLE 9.**  
**ADVISORY BOARD**

9.1 The Board of Directors may establish an Advisory Board of Directors to assist and advise the Board in its operation of the Corporation under such terms and conditions as the Board may establish from time to time.

**ARTICLE 10.**  
**RESIGNATIONS**

10.1 **Directors, Officers, Committee Members.** Any director, officer or committee member may resign his office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by the Corporation. The acceptance of a resignation shall be required to make it effective.

**ARTICLE 11.**  
**BOOKS AND RECORDS**

11.1 **Books and Records.** The Corporation shall keep correct and complete books and records of account and minutes of the meetings of the Board of Directors.

**ARTICLE 12.**  
**FISCAL YEAR**

12.1 Fiscal Year. The fiscal year shall begin the 1st day of January of each year.

**ARTICLE 13.**  
**LOANS TO DIRECTORS OR OFFICERS**

13.1 Prohibition of Loans. In accordance with Kentucky Revised Statutes section 273.241, as now stated and as hereafter amended, the Corporation shall not lend money to or use its credit to assist its directors or officers.

**ARTICLE 14.**  
**PROTECTION FROM LIABILITY**

14.1 Indemnification. The Corporation agrees to indemnify any director or officer or former director or officer of the Corporation against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation.

**ARTICLE 15.**  
**AMENDMENT**

15.1 Amending Bylaws. These Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. These Bylaws may be amended, altered or repealed in any manner, not inconsistent with the Articles of Incorporation or with the laws of the Commonwealth of Kentucky, at any meeting of the Board of Directors; provided that notice of the proposed change is given in the notice of the meeting.