

**BYLAWS
OF
RIVERSIDE, THE FARNSLEY-MOREMEN LANDING, INC.**

ARTICLE I - NAME.

1.1 The name of the organization shall be **Riverside, the Farnsley-Moremen Landing, Inc.**

ARTICLE II - MISSION STATEMENT.

2.1 Riverside, the Farnsley-Moremen Landing, Inc. exists to promote, preserve, restore, and interpret historic farm life on the Ohio River. To present an inclusive of historic farm life on the Ohio River in Jefferson County, Kentucky through exhibits, guided tours, education programs, building reconstruction, site development and to support groups committed to these purposes.

ARTICLE III - MEMBERSHIP.

3.1 The Corporation through its Board of Directors shall have the capacity to establish memberships of individuals, corporations, and any legal entities empowered to become members of an organization.

3.2 The Board of Directors may designate the classes of membership.

3.3 The members shall be nonvoting.

ARTICLE IV - REGISTERED OFFICE.

4.1 **Registered Office.** The address of the registered office of the Corporation is the Office of the Site Manager of Riverside, the Farnsley-Moremen Landing, 7410 Moorman Road, Louisville, KY 40272.

ARTICLE V - POWERS OF THE BOARD.

5.1 **Powers of the Board.** To manage affairs of the Corporation, the Board in doing so shall specifically have, but not limited to, the power to:

- A. Adopt standing rules which shall be in accordance with Robert's Rules of Order, newly revised;
- B. Employ individuals, architects, contractors, sub-contractors, and like persons or entities;
- C. Procure and maintain insurance to protect its Board members in the performance of their duties, all forms of insurance to protect the Corporate property as may be necessary and approved by the Board of Directors.
- D. Procure and maintain bonds for persons having custody of funds and performance bonds;
- E. Authorize distribution of funds in the general operation of the Corporate purpose;
- F. Receive, hold, and maintain gifts or bequests in moneys or properties and other funds and properties for the stated purpose of the Corporation.
- G. Decaccession items of personal property pursuant to such procedures and policies as it may from time to time adopt;
- H. Seek individual and corporate funding for carrying out the stated purposes and programs of the Corporation; and
- I. Be involved in any lawful activity relating to the purposes of the Corporation.

ARTICLE VI - DIRECTORS.

6.1 **Number, Qualifications, and Tenure.** Following the appointment of the initial Board of Directors, the number of directors shall be not less than nine (9) nor more than thirty (30). The method of selection of directors shall be by a majority vote of the directors present at a Board meeting and constituting a quorum, except that the Mayor

of Louisville/Jefferson County Metro Government shall appoint four (4) citizens and the Director of Metro Parks to serve as directors. The Director of Metro Parks may designate a representative to serve on the board in his or her stead. The members of the Board will strive to achieve a membership which is representative of various communities, professions and occupations. In the event of a resignation, death or removal of a Board member who has been elected by the Board of Directors, the Board of Directors shall elect a replacement Board member to serve the balance of the three (3) year term.

6.2 All Board members will be over twenty-one (21) years of age.

6.3 **Compensation.** Directors, as such, shall not receive any compensation for their services as directors nor shall they be allowed any sum or sums for their attendance at any Regular or Special meeting of the Board.

6.4 **Regular Meetings.** The Board of Directors may provide by resolution the time and place, within Jefferson County, Kentucky, for the holding of Regular monthly meetings without notice other than such resolution duly noticed as provided for in these Articles by copy of such resolution to each Director.

6.5 **Special Meetings.** Special meetings of the Board of Directors may be called by the Chairperson of the Corporation or by any four (4) acting and serving Directors. All special meetings of the Board of Directors shall be held at the registered office of the Corporation or such other place as may be specified in the notice of such Special Meeting.

6.6 **Notice.** Notice of any Special Meeting shall be given at least two (2) days prior thereto by written notice delivered personally or mailed to the last known address of each Director at the address specified by the Director, by fax transmission, e-mail, or by

telegram. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by fax transmission or by e-mail, a date and time record is to be retained by the sender. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph office. Any Director may waive notice of any meeting. Such waiver of notice shall be in writing and shall be transmitted to the sender by mail, fax transmission, telegram, or e-mail and such waiver shall be appended to and made a part of the minutes of the Special Meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any Regular or Special meeting of the Board of Directors needs be specified in the notice or waiver of notice of such meeting.

6.7 **Quorum.** One-third (1/3) of the members of the Board of Directors present at any regular and/or Special meeting shall constitute a quorum for the transaction of business at any such meeting; provided, if less than one-third (1/3) of the Directors are present at such meeting, the Chairperson shall adjourn the meeting without further notice and without any business action taken by the Directors present. The minutes of each Regular and/or Special meeting shall state the names of Directors present at each meeting and those absent.

6.8 **Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE VII - OFFICERS

7.1 **Officers.** The Officers of the Corporation shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer.

7.2 **Chairperson - Selection and Term of Office.** The Chairperson who shall be a member of the Board of Directors shall be elected by the Board at its first meeting in each calendar year, except that if no successor is named at the first meeting, the sitting Chairperson shall remain in office until such time as a successor is named.

7.3 **Other Officers - Selection and Term of Office.** The Vice-Chairperson, Secretary, and Treasurer of the Corporation, who each shall be Board members, shall serve for terms of three (3) consecutive years each. The Chairperson of the Board of Directors shall appoint a Nominating Committee from members of the Board of Directors to recommend nominees for each position as terms expire. Nominees, who shall be Board members, will be presented to the Board and must receive a majority vote of quorum of the Board of Directors in order to serve as officers. Vacancies created by death, resignation, removal, or otherwise will be filled in like manner.

7.4 **Removal and Resignation.** Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of Corporation would be served thereby. Any Director or Officer of the Corporation may resign at any given time by giving written notice to the Chairperson or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.5 **President.** The Chairperson shall be the Chief Executive Officer of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors and may sign any instruments which the Board of Directors has authorized to be executed on

behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The Chairperson shall appoint Committee Chairpersons. The Chairperson shall, in general, perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

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

7.7 **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, and other depositories as shall be selected, and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

7.8 **Secretary.** The Secretary shall (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by

law; (c) be custodian of the Corporation records and the seal of the Corporation; and, (d) in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

7.9 **Compensation.** No Officer shall receive compensation for being an Officer, nor may they serve in more than one position.

ARTICLE VIII - COMMITTEES.

8.1 **Executive Committee.** The Executive Committee shall consist of the following officers: Chairperson, Vice-Chairperson, Secretary, Treasurer, and two elected from the Board of Directors. All members of the Executive Committee are eligible to vote at all meetings of the Board of Directors. The Executive Committee shall have all the power of the Board of Directors between meetings. Any action taken by the Executive Committee shall be reported at the next meeting of the Board of Directors. A quorum of the Executive Committee shall consist of fifty percent (50%) of the membership of the Executive Committee.

8.2 **Standing Committees.** The Board of Directors shall establish the following Committees:

- A. Audit and Financing;
- B. Policy and Relations;
- C. Planning and Facilities;
- D. Development;
- E. Accession and De-Accession.

The Board of Directors shall establish additional Committees from time to time as it deems necessary.

8.3 **Organization.** All Committees shall be of such a size and shall have such duties, functions, and powers as may be assigned to them by the President, except as otherwise provided in these Bylaws.

ARTICLE IX - THE CORPORATION

9.1 **Fiscal Policy.** All funds received by Riverside, the Farnsley-Moremen Landing, Inc. shall be deposited into a General Funds account, unless otherwise directed by the Board of Directors, and maintained for the furthering of the purpose and objectives of the Corporation.

9.2 **Contract and Records.** The Board of Directors by adopted resolution may authorize any Officer or Officers of the Corporation to enter into contract(s) or execute and deliver instruments in the name of and on the behalf of the Corporation.

All checks, drafts, or other records for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer of the Corporation or by such officer or person(s) as shall from time to time be determined by resolution of the Board of Directors. Single expenditure of funds of the Corporation in the excess of ten percent (10%) over the budget allotment must be approved by the Executive Committee of the Corporation.

The Corporation shall keep correct and complete books and records of minutes and accounts which may be inspected at any reasonable time by any Director or his/her designee, agent, or attorney.

The Board of Directors is specifically empowered to establish a General Account, Capital Reserve Account, Endowment Fund Account, and other such accounts

which may be authorized from time to time by adopted resolution of the Board of Directors.

At the direction of the Board of Directors, the Treasurer of the Corporation, or any other such person or employee of the Corporation shall be bonded.

9.3 **Funding.** In order to carry out its purposes, the Corporation shall be funded primarily through fees, membership dues, private donations of money, goods, services, and grants from members of the public, including individuals, corporations, clubs, associations, and other organizations. When appropriate, the Corporation may receive funding in the form of money, goods, or services, from Federal, State, or Local governmental agencies, as long as the receipt of such money, goods, or services does not violate any law, or cause the Corporation to lose its tax exempt status under the United States Internal Revenue Code then in effect. The Corporation shall have no capital stock, shall be comprised of members, and shall have no shareholders.

ARTICLE X - AMENDMENTS

10.1 The Board of Directors shall have the power and authority to alter, amend, or repeal these Bylaws by a two-thirds (2/3) vote of the entire Board of Directors. Any amendments to the Bylaws must be presented at a regular meeting to the Board of Directors and voted on at the next regular meeting of the Board of Directors.

ARTICLE XI - FISCAL YEAR; ELECTIVE YEAR

11.1 The fiscal year for the Corporation and the elective year of the Board of Directors shall begin the *1st* day of *July* and end on the *30th* day of *June* of each year.

ARTICLE XII - DISSOLUTION

12.1 The Corporation may be dissolved by resolution of the Fiscal Court of Jefferson County, Kentucky, or upon written consent of all members of the Board of Directors, or upon affirmative vote of two-thirds (2/3) of the members of the Board of Directors in office at any Regular or Special meeting, provided that a written motion to dissolve has been submitted to the Board at least thirty (30) days prior thereto. Upon the dissolution or other termination of the Corporation, no part of any property of the Corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the members, Officers, or Directors of the Corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the Corporation and to applicable provisions of the law, be distributed as directed by the Board of Directors to or among any one or more corporations, trusts, community chests, or funds of foundations described in Section 401 (c) (3) of the United States Internal Revenue Code then in force, or any successor provisions, or as may be directed by resolution duly adopted by Jefferson County Fiscal Court.

ARTICLE XIII - INDEMNIFICATION

13.1 **Indemnification of Directors and Officers.** The Corporation shall, to the fullest extent permitted by, and in accordance with, the provisions of KRS 273.171(14), indemnify each Director or Officer of the Corporation against expenses (including reasonable attorneys fees), judgments, taxes, fines, and amounts paid in settlements incurred by any Director or Officer in connection with, and shall advance expenses (including reasonable attorneys fees) actually and reasonably incurred by any Director or Officer in defending any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which any Director or Officer

is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as Director, Officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the Board of Directors may reasonably require, by or on behalf of the person seeking indemnification, to repay amounts advanced, if it shall ultimately be determined that such Director, Officer, Partner, employee, or agent of another domestic or foreign corporation, joint venture, trust, or other enterprise, is not entitled to indemnification by the Corporation as authorized herein.

The above Bylaws of the Corporation
were adopted by the Board of Directors
on: April 17, 2014

By:


Secretary

Created on 5/17/14