

**AMENDED AND RESTATED BYLAWS OF
LOUISVILLE AND JEFFERSON COUNTY RIVERPORT AUTHORITY**

**ARTICLE I
OFFICES & FILINGS**

SECTION 1.1. PRINCIPAL OFFICE AND REGISTERED OFFICE. The Corporate Body Politic shall have a principal office, and other offices, either within or without the Commonwealth of Kentucky as the Board of Directors may designate or the business of Louisville and Jefferson County Riverport Authority ("Riverport Authority") may require from time to time. The principal office and registered office of Riverport Authority is 6900 Riverport Drive, Louisville, Kentucky 40258.

SECTION 1.2. FILINGS. In the absence of directions from the Board of Directors to the contrary, the Secretary of Riverport Authority shall cause Riverport Authority to maintain currently all filings with respect to the Registered Office, with all governmental officials as required by KRS 65, 65A or otherwise by law.

**ARTICLE II
DIRECTORS**

SECTION 2.1. GENERAL POWERS. The business and affairs of Riverport Authority shall be managed by, or under the authority or direction of its Board of Directors. Riverport Authority may exercise all powers granted to governmental agencies by KRS 58.010 to 58.140. (KRS 65.520)

SECTION 2.2. NUMBER, TENURE AND QUALIFICATIONS. Riverport Authority is governed by a Board of Directors who are appointed by the Mayor of Louisville Metro Government. Each of the six board members serves a three-year term.

SECTION 2.3. REGULAR MEETING. A regular meeting of the Board of Directors shall be held without notice other than this bylaw, and at the registered and principal office of Riverport Authority. The Board of Directors may provide, by resolution, the time and place, that are convenient to the public per KRS 61.820(1), for the holding of additional regular meetings without notice other than such resolution. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified.

SECTION 2.4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Executive Director or a majority of the Board, KRS 61.823(2). Discussions at any special meeting must be limited to agenda items on the notice of the special meeting KRS 61.820(1).

SECTION 2.5. NOTICE. Notice of any special meeting shall be given at least two days prior thereto by written notice delivered personally, or by mail, e-mail or facsimile, to each director at his or her business address and contain an agenda of the business to be transacted at the meeting. If mailed or sent by email or facsimile, such notice shall be deemed to be given when delivered as addressed. Any director may waive notice of any 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 any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given to any director of Riverport Authority under the provisions of these Bylaws, or under the provisions of the Act, a 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 to such person or persons.

SECTION 2.6. VIDEO CONFERENCES: Subject to the provisions of KRS 61.826, any meetings of the Board of Directors may be conducted by video teleconference, defined as a “meeting occurring in two (2) or more locations where individuals can see and hear each other by means of video and audio equipment.” KRS 61.805(5). Notice of a video teleconference show clearly stated the meeting will be conducted via video teleconference and it shall “provide specific information on how any member of the public or media organization may view the meeting electronically.” KRS 61.826(2)(c). At its option, Riverport authority may choose to conduct a video teleconference meeting at a physical location where no two members will attend from the same physical location. In such event, Riverport Authority may decline to provide a physical location where the public may attend. However, if two or more members will attend the video conference meeting from the same physical location, then the notice of such video teleconference to meeting must precisely identify a primary location where all members can be seen, and heard, and where the public may attend. KRS 61.826(2)(d). Any interruption in the video or audio broadcast shall result in a mediate suspension of the meeting until the broadcast is restored. KRS 61.826(4).

SECTION 2.7. QUORUM. A quorum for the transacting of business of Riverport Authority shall consist of four members for a six-member authority. Meetings of Riverport Authority may be called by the Chairman or by four members. In case of a voting tie by Riverport Authority, the issue shall be deemed to have failed passage. (KRS 65.560)

SECTION 2.8. MANNER OF ACTING. That 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.

SECTION 2.9. COMPENSATION OF MEMBERS. Members of Riverport Authority shall serve without compensation but shall be reimbursed for any actual and necessary expenses incurred by them in the conduct of the affairs of Riverport Authority. Riverport Authority shall, upon the appointment of its members, organize and elect officers. Riverport Authority shall choose a Chairman and Vice Chairman who shall serve for terms of one year. Riverport Authority may fix a salary for the Treasurer, and the Treasurer shall execute an official bond to be set and approved by Riverport Authority, and the cost thereof shall be paid by Riverport Authority. Riverport Authority may employ or retain necessary counsel, agents, employees, or other persons to carry out its purposes, work, and functions and may prescribe such rules and regulations as it deems necessary. (KRS 65.570 (1),(2))

ARTICLE III **OFFICERS**

SECTION 3.1. NUMBER. The officers of Riverport Authority may be an Executive Director, a Secretary/Treasurer and such Vice Presidents as the Board of Directors determines necessary, each of whom shall be elected by the Board of Directors, provided, however, that the Executive Director shall be appointed by and serve at the pleasure of the Metro Mayor. Such

other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 3.2. ELECTION AND TERM OF OFFICE. The officers of Riverport Authority to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting 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 practicable. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3.3. REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of Riverport Authority will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 3.4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors until a replacement officer is duly appointed.

SECTION 3.5. PRESIDENT/EXECUTIVE DIRECTOR. The President/Executive Director shall be the principal executive officer of Riverport Authority and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of Riverport Authority. He or she may sign, with the Secretary or any other proper officer of Riverport Authority thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, 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 Riverport Authority, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 3.6. VICE PRESIDENTS. In the absence of the President or in the event of his or her death or inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 3.7. TREASURER. The Secretary/Treasurer shall keep the minutes of all meetings. The Riverport Authority and shall keep a set of books showing the receipts and expenditures of Riverport Authority. The Secretary/Treasurer shall preserve on file duplicate vouchers for all expenditures and shall present to Riverport Authority, upon request, complete reports of all financial transactions and the financial condition of Riverport Authority. Such books and vouchers shall at all times be subject to examination by the legislative body or bodies by whom Riverport Authority was created. The Secretary/Treasurer shall transmit at least once annually a detailed report of all acts and doings of the authority to the legislative body or bodies by whom Riverport Authority was created. (KRS 65.570(3)).

ARTICLE IV
CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 4.1. CONTRACTS. Riverport Authority may contract with any person or governmental agency for the use of the riverport and riverport facilities. Such contract shall not prevent, restrict or hamper the general use of the riverport by the public. (KRS 65.610(1))

SECTION 4.2. LOANS. Riverport Authority may borrow money from any source on its own credit in anticipation of revenue to be derived from taxes, appropriations or other income, and for such purposes Riverport Authority may pledge the taxes, appropriations or income anticipated. Riverport Authority may pledge its assets, including, but not by way of limitation, real or personal property held for purposes contemplated in KRS 65.510 to 65.650, as security for moneys borrowed. (KRS 65.590)

SECTION 4.3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Riverport Authority shall be signed by such officer or officers, agent or agents, of Riverport Authority and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE V
FISCAL/CALENDAR YEAR OF CORPORATE OPERATION

The fiscal year of Riverport Authority shall begin on the 1st day of July and end on the 30th day of June in each year.

ARTICLE VI
AMENDMENTS

The Board of Directors shall have the power and authority to alter, amend or repeal Bylaws of Riverport Authority at any regular or special meeting at which a quorum is present by the vote of a majority of the entire Board of Directors.

These Bylaws were adopted by the Board of Directors of Riverport Authority, effective _____, in accordance with the requirements of applicable law of the Commonwealth of Kentucky.

By: _____

Title: _____