

THE AMENDED AND RESTATED BYLAWS OF
THE LOUISVILLE COMMUNITY DESIGN CENTER, INC. D/B/A
CENTER FOR NEIGHBORHOODS

EFFECTIVE AS OF August 21, 2024

TABLE OF CONTENTS

ARTICLE I - NAME.....	1
ARTICLE II - PURPOSE.....	1
ARTICLE III - PRINCIPAL OFFICE.....	1
ARTICLE IV – NONPROFIT AND NONPARTISAN ACTIVITIES.....	1
ARTICLE V - DEDICATION OF ASSETS.....	1
ARTICLE VI - MEMBERSHIP.....	2
ARTICLE VII - BOARD OF DIRECTORS.....	2
7.1. Powers.....	2
7.2. Number of Directors.....	2
7.3. Election, Designation, and Term of Office of Directors.....	2
7.4. Vacancies.....	2
7.5. Meetings.....	3
7.6. Action at a Meeting and Quorum.....	4
7.7. Adjourned Meeting and Notice.....	4
7.8. Action Without a Meeting.....	4
7.9. Fees and Compensation.....	4
7.10. Committees.....	4
ARTICLE VIII - STANDARD OF CARE.....	5
8.1 General.....	5
8.2. Compensation.....	5
8.3. Indemnification.....	5
ARTICLE IX - OFFICERS.....	6
9.1. Number.....	6
9.2. Duties.....	6
9.3. Appointment.....	6
9.4. Term.....	6
9.5. Vacancies.....	6
9.6. Compensation.....	7
ARTICLE X - EXECUTION OF CORPORATE INSTRUMENTS.....	7
10.1. Execution of Corporate Instruments.....	7
10.2. Loans and Contracts.....	8

ARTICLE XI - RECORDS AND REPORTS8
11.1. Maintenance and Inspection of Articles and Bylaws.....8
11.2. Maintenance and Inspection of Federal Tax Exemption Application and
Annual Information Returns.....8
11.3. Maintenance and Inspection of Other Corporate Records.....8
ARTICLE XII - FISCAL YEAR.9
ARTICLE XIII - AMENDMENTS AND REVISIONS.9
ARTICLE XIV - CORPORATE SEAL.....9
ARTICLE XV - CONSTRUCTION AND DEFINITIONS.....9

**ARTICLE I
NAME**

The name of this corporation is THE LOUISVILLE COMMUNITY DESIGN CENTER, INC. D/B/A CENTER FOR NEIGHBORHOODS (“CFN”).

**ARTICLE II
PURPOSE**

CFN shall hold, and may exercise, all such powers as may be conferred upon a nonprofit corporation by the laws of the Commonwealth of Kentucky and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of CFN. In no event, however, shall CFN engage in activities which are not permitted to be carried out by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of CFN in Kentucky will be located in the city of Louisville, in Jefferson County. The Board of Directors (the “Board”) may at any time, or from time to time, change the location of the principal office from one location to another within Jefferson County, Kentucky. The Board may at any time establish branch offices at any place where CFN is qualified to do business. CFN shall maintain in the state of Kentucky a registered office, and a registered agent whose office is identical with the registered office, as required by the Kentucky Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Kentucky, and the address of the registered office may be changed from time to time by the Board.

**ARTICLE IV
NONPROFIT AND NONPARTISAN
ACTIVITIES**

CFN has been formed pursuant to the Kentucky Nonprofit Corporation Act, KRS 273 (the “Act”), and is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No substantial part of CFN's activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. CFN shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE V
DEDICATION OF ASSETS**

The properties and assets of CFN are irrevocably dedicated to charitable purposes. No part of CFN's net earnings, properties, or assets, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of CFN. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VI MEMBERSHIP

CFN has no members. CFN may refer to persons associated with it as “members,” but no such reference shall constitute anyone a member within the meaning of KRS 273.187.

ARTICLE VII BOARD OF DIRECTORS

7.1. Powers. Subject to the provisions and limitations of Kentucky law and any other applicable laws, CFN's business and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of CFN to a management company, committee (however composed), or other person, provided that the activities and affairs of CFN shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

7.2. Number of Directors. The number of directors of CFN shall be as established from time to time by the Board by vote in accordance with these Bylaws. The Board shall consist of a minimum of seven (7) and a maximum of fifteen (15) voting members.

7.3. Election, Designation, and Term of Office of Directors. All Directors shall have identical rights and responsibilities. Each director shall serve for a term of three years commencing at the close of the meeting at which they are elected, or until such director dies, resigns, or is removed from the Board by a vote of the Board of Directors. The Board of Directors shall elect directors at any regular meeting of the Board or at any special Board meeting held for that purpose or by written ballot. No director may serve more than three (3) consecutive three-year terms. Fulfilling an incomplete term is not considered part of the term limit.

7.4 Vacancies. A vacancy on the Board shall exist on the occurrence of the following:

- (a) the death of any director;
- (b) the resignation of any director, as specified in this Section 7.4;
- (c) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty dealing with standards of conduct for a director;
- (d) the vote of the Board to remove a director, as specified in this Section 7.4;
- (e) an increase in the authorized number of directors; or
- (f) the failure of the Board, at any meeting at which directors are to be elected, to elect the number of directors required to be elected at such meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the Chairperson of the Board, the Executive Director, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the Board may designate a successor to take office when the resignation becomes effective. Unless the Kentucky Secretary of State is first notified, no director may resign when CFN would then be left without a duly elected director in charge of its affairs.

The Board may remove any Director with or without cause by two-thirds (2/3) vote of all disinterested directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by certified mail to the director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Vacancies on the Board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. The election of directors and officers may be conducted online or by email in the manner that the Board shall determine.

7.5. Meetings. Regular meetings of the Board shall be held at such times as are fixed by the Board. Such regular meetings may be held without notice. Meetings shall be held at any place designated in any notice of the meeting, by resolution of the Board, or, if not designated, at CFN's principal office. A meeting may be held at any place consented to in writing by all the directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting. Any meeting may be held by conference telephone or other communications equipment, as long as all directors participating in the meeting can communicate with one another. All such directors shall be deemed to be present in person at such meeting.

Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, the Executive Director, the Secretary, or any two directors. Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least three days before the date of the meeting, or communicated by telegraph, express mail service, first-class or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon CFN's records, deposited in the mails or given to the telegraph company or express mail company or other carrier at least three days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, before the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

An annual meeting of the Board shall be scheduled to coincide with the final meeting of the fiscal year for the purpose of electing officers and for the transaction of such

other business as may come before the meeting. If the election of officers shall not be held at the annual meeting, or at any adjournment of the annual meeting, the Board shall cause the election to be held as soon after as is convenient, either by special meeting or by mail or by email.

7.6. Action at a Meeting and Quorum. Presence of a majority of the directors then in office at a meeting of the Board constitutes a quorum for the transaction of business. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation or these bylaws. Directors may vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation or these bylaws.

7.7. Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Section 7.4.

7.8. Action Without a Meeting. The Board may take any required or permitted action without a meeting, if all members of the Board shall individually or collectively consent in writing or by electronic message to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, “all members of the Board” does not include any interested directors, their direct family members, or any businesses for which the director owns a full or partial ownership interest if such directors or other parties stand to benefit financially from the action under consideration.

7.9. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such but may receive reasonable reimbursement of expenses incurred in the performance of their duties as may be fixed or determined by resolution of the Board. Directors may not be compensated for rendering services to this corporation in any capacity other than director, unless such compensation is just and reasonable and is approved as such by all of the disinterested directors.

7.10. Committees. The Board of Directors may take action to designate one or more committees, each of which shall consist of two (2) or more directors and their chairpersons and each shall have the duties assigned to them from time to time by the Board; provided, however, that no committee shall have power to bind CFN or to take action on any matter on behalf of the full Board. Committees shall meet from time to time as deemed appropriate by the members of the committee or as directed by the Board. Meetings of committees may be held without notice, or with such notice, formal or informal, as deemed appropriate by the chair of the committee. Each committee shall report to the Board on its activities at each regular meeting of the Board. Current committees are:

- (a) **Finance/Audit Committee.** There shall be an audit committee at all times, composed of at least two Directors, including the Treasurer that oversees

the audit and financials.

- (b) **Executive Committee.** Handles urgent or routine matters between full Board meetings.
- (c) **Governance Committee.** Oversees Board recruitment, orientation, Board member requirements, governance policy and best practices, and compliance with legal and regulatory requirements related to governance.
- (d) **Ad hoc Committees.** Duties are as defined by the Board.

ARTICLE VIII STANDARD OF CARE

8.1. General. A director shall perform the duties of a director in good faith, in a manner such director believes to be in the best interest of CFN and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more CFN officers, employees or a committee of the Board whom the director believes to be reliable and competent in the matters presented; or
- (b) Legal counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence.

A person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions that exceed or defeat a public or charitable purpose to which CFN, or assets held by it, are dedicated.

8.2. Indemnification. To the full extent permitted by Kentucky law, CFN shall indemnify any person made, or threatened to be made, a party to any proceeding (whether brought by or in the right of CFN or otherwise) by reason of the fact that such person is or was a Director or officer of CFN against judgments, penalties, fines, settlements and reasonable expenses (including attorneys' fees) actually incurred in connection with such proceeding; and the Board may, at any time, approve indemnification of any other person which CFN has the power to indemnify under law. This indemnification shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the Board. CFN may purchase and maintain indemnification insurance for any person to the extent allowed by applicable law. Any proposed indemnification of a director, including any payment or reimbursement of expenses, shall be immediately reported to the Board in a written report containing a brief description of the proceedings involving the director being indemnified and the nature and probable extent of such indemnification, and all available information regarding such indemnification shall be reported to the Board at each meeting of the Board, or as may be requested from time to time by any member of the Board.

CFN shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of CFN, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to

the extent permitted by law.

ARTICLE IX OFFICERS

9.1. Number. The officers shall be Chairperson, Vice Chairperson, Executive Director, Secretary, and Treasurer, and such other officers or assistant officers as the Board may elect. The Secretary need not be a member of the Board. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson or Executive Director.

9.2. Duties. The officers shall perform the duties specified in this Article IX and all other duties customary to their office or required by law. The officers shall be subject to the Board's control at all times and shall perform any additional duties the Board shall from time to time specify. In addition, the following duties shall specifically apply:

(a) **Chairperson.** The chairperson shall preside at all meetings of the directors. The Chairperson shall perform all the duties commonly incident to such office and shall perform such other duties as the Board may designate.

(b) **Vice-Chairperson.** The Vice-Chairperson shall act as Chairperson in the absence of the Chairperson and when so acting shall have the power and authority of the Chairperson. The Vice-Chairperson shall perform such other duties as may, from time to time, be assigned by the Chairperson or the Board.

(c) **Executive Director.** The Executive Director shall generally supervise and control all the day-to-day business and affairs of CFN. The Executive Director shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board from time to time.

(d) **Secretary.** The secretary, or his or her designee, shall be custodian of all of CFN's records and documents which are to be kept at CFN's principal office, shall act as secretary of all the Board meetings, and shall keep the minutes of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of CFN.

(e) **Treasurer.** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of CFN's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The treasurer shall have oversight over the deposit of all moneys and other valuables in CFN's name and credit with such depositories as the Board may designate. The treasurer shall have oversight over the disbursement of CFN's funds in accordance with the directions of the Board and the Audit Committee, and shall render to the Executive Director and directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of CFN's financial condition.

9.3. Appointment. The officers shall be chosen by the Board at its annual meeting, generally upon the recommendation of the Governance Committee. Officer vacancies shall be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director.

9.4. Term. The term of office of each officer shall be one year, or until such officer's replacement is duly appointed by the Board. Each officer, including an officer elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been

elected and qualified.

9.5 Vacancies. A vacancy of an officer's position shall exist on the occurrence of the following:

- (a) the death or resignation of any officer;
- (b) the declaration by resolution of the Board of a vacancy in the office of an officer who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty dealing with standards of conduct;
- (c) the vote of the Board to remove an officer; or
- (d) an increase in the authorized number of officers.

Except as provided in this paragraph, any officer may resign effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. The Board may remove any officer with or without cause.

The Board may remove any officer with or without cause by two-thirds (2/3) vote of all disinterested directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by certified mail to the officer proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The officer shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice. If an officer to be removed also serves as a director, he or she shall abstain from any vote by the Board regarding his or her removal and shall not be counted for purposes of determining whether a majority of the directors voted in favor of removal.

9.5. Compensation. No officer shall receive any salary or any other compensation, but all officers may be reimbursed for out-of-pocket expenses necessarily incurred in the discharge of such officer's duties. Provided, however, that this Section 9.5 shall not be deemed to prohibit payment of any officer who is also an employee or independent contractor pursuant to the terms of such employee's employment or contract as established by the Board, in the case of the Executive Director, or by the Executive Director, in the case of other employees or independent contractors.

ARTICLE X EXECUTION OF CORPORATE INSTRUMENTS

10.1. Execution of Corporate Instruments. The Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon CFN.

Unless otherwise specifically determined by the Board of Directors or otherwise

required by law, formal contracts of CFN, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of CFN, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by CFN, shall be executed, signed, or endorsed by the Executive Director.

All checks and drafts drawn on banks or other depositories on funds to the credit of CFN, or in special accounts of CFN, shall be signed by such person or persons as the Board shall authorize to do so.

10.2. Loans and Contracts. No loans or advances shall be contracted on behalf of CFN, and no note or other evidence of indebtedness shall be issued in its name, unless and except as the specific transaction is authorized by the Board. Grant agreements and contracts not included in the approved fiscal year budget, as well as for all fiduciary services engagements, shall require the advice and consent of the Board. The Board may also designate from time to time additional contracts that will require its advice and consent.

10.3. Employment and Independent Contractor Contracts. The Board shall approve the employment contract of the Executive Director. The Executive Director shall approve the employment contracts of all other employees and all contracts for services with independent contractors.

ARTICLE XI RECORDS AND REPORTS

11.1. Maintenance and Inspection of Articles and Bylaws. CFN shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

11.2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. CFN shall keep at its principal office a copy of its federal tax exemption application, annual state fundraising registration form, any state or local licenses or permits and its annual information returns, financial statements and financial audits for three years from their date of filing, which shall be presented to the Board annually and open to public inspection and copying to the extent required by law.

11.3. Maintenance and Inspection of Other Corporate Records. CFN shall keep adequate and correct books and records of accounts; written minutes of the proceedings of its Board; and a record of each director's name and address. All such records shall be kept at such place or places designated by the Board, or, in the absence of such designation, at CFN's principal office. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of CFN shall turn over to his or her successor or the Executive Director, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of CFN as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties CFN. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

**ARTICLE XII
FISCAL YEAR**

The fiscal year for CFN is the twelve months ending June 30.

**ARTICLE XIII
AMENDMENTS AND REVISIONS**

The Board may adopt, amend, or repeal bylaws by affirmative vote of a majority of the directors then in office.

Proposed amendments to these bylaws must be in writing and sent to the directors at least seven days in advance of the Board meeting at which they will be considered for adoption unless such notice is waived by all members of the Board at such meeting.

If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the Board. No amendment may extend the term of a director beyond that for which the director was elected.

**ARTICLE XIV
CORPORATE SEAL**

The Board may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of CFN. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

**ARTICLE XV
CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Act, as amended from time to time, shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “**person**” includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting secretary of The Louisville Center for Community Development, Inc., d/b/a/ Center for Neighborhoods, a Kentucky nonprofit corporation, and the above bylaws, consisting of 10 pages, are the bylaws of this corporation as adopted by the Board of Directors on August 21, 2024 and that they have not been amended or modified since that date.

Valecia Quinn

Valecia Quinn
Board Secretary