



**AMENDED AND RESTATED
BYLAWS OF
LOUISVILLE AREA CHAMBER OF COMMERCE, INC.
D/B/A
GREATER LOUISVILLE INC.**

**ARTICLE I
OFFICES**

The principal office of the Corporation in the Commonwealth of Kentucky shall be located at 614 West Main Street, Louisville, Kentucky 40202. Its registered office under the laws of the Commonwealth shall be located at 614 West Main Street, Louisville, Kentucky 40202. The Corporation may have other offices, either within or without this Commonwealth, as the Board may from time to time require or specify.

**ARTICLE II
BOARD OF DIRECTORS**

1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors (the "Board"). The Board may from time to time delegate such authority pursuant to the provisions of these Bylaws or in such other manner as may be permitted under applicable law.

2. Number, Election, Tenure and Qualification. The members of the Board shall be elected by the Board. The number of Voting Directors shall be not less than forty (40) nor more than seventy-eight (78), the exact number to be fixed from time to time by the Board. The number of Voting Directors may be fixed or changed from time to time, within the minimum and maximum, by resolution duly adopted by the Board. Beginning with the 2015 annual meeting of the Corporation's Board, the Voting Directors shall be divided into three classes, each class to be as nearly equal in number as possible except as may be otherwise determined by resolution of the Board. The term of office of Voting Directors of the first class shall expire at the 2016 annual meeting of the Board; the term of the second class shall expire at the 2017 annual meeting; and the term of the third class shall expire at the 2018 annual meeting. At the 2016 annual meeting and every annual meeting thereafter, the successors to the Voting Directors whose term expires at the meeting shall be elected to a term expiring at the third succeeding annual meeting. If the number of Voting Directors increases, the additional Voting Directors shall be distributed among the several classes as nearly equally as possible except as may be otherwise determined by resolution of the Board. If the number of Voting Directors decreases, the number of Voting Directors in each class shall be reduced so that the number of Voting Directors in each class shall be as nearly equal in number as possible except as may be otherwise determined by resolution of the Board, but no decrease shall have the effect of shortening the term of any incumbent

Voting Director. Effective upon the election of the Board at the 2015 annual meeting, a Voting Director may serve continuously for no more than two successive three-year terms, in addition to any unexpired term to which the Voting Director is elected in connection with filling a vacancy on the Board. For purposes of determining the maximum number of successive three-year terms, the one-year term of the Voting Directors of the first class and the two-year term of the Voting Directors of the second class elected at the 2015 annual meeting shall be deemed to be a three-year term. Following election to the maximum number of successive terms, a Voting Director may not be re-elected at the annual meeting occurring upon the expiration of the Voting Director's final term; a person who has served the maximum number of successive terms as a Voting Director may again be elected as a Voting Director at a subsequent annual meeting, subject to the terms and conditions of this Section. Notwithstanding any other provision of these bylaws, if a Voting Director is elected to the office of Chairman in the final year of the Voting Director's second successive three-year term, the Voting Director's term shall automatically be extended by one year to permit subsequent appointment to the office of Immediate Past Chairman in accordance with Section 1 of Article III of these bylaws.

3. Annual and Regular Meetings. An annual meeting of the Board shall be held each year at such time and location as may be specified by the Chairman, upon not less than ten (10) days' notice to all of the Directors, for the purpose of electing Directors and officers and the transaction of such other business as is identified and described in the notice of such annual meeting and which may otherwise properly come before it.

In addition to the annual meeting and such special meetings as may be called from time to time, the Board shall hold annually four (4) regular meetings, the date, time and place thereof to be fixed by resolution of the Board, without other notice, other than such resolutions.

4. Manner of Acting. The act of the majority of the Voting Directors present at a meeting of the Board or the Executive Committee at which a quorum is present shall be the act of the Board or the Executive Committee, as the case may be, provided that the Voting Directors present at a meeting of the Board or of the Executive Committee at which a quorum of Voting Directors or Executive Committee members was present at its convening may continue to act and transact business until adjournment notwithstanding the subsequent departure or withdrawal from the meeting of such number of Voting Directors as shall result in a number of Voting Directors or Executive Committee present that would be less than a quorum.

5. Special Meetings. Special Meetings of the Board and the Executive Committee may be called at the request of [i] the Chairman, or [ii] a majority of the members of the Executive Committee, upon at least two (2) days prior notice.

6. Executive Committee. The Executive Committee of the Board is hereby created to facilitate the operation and management of the Corporation. The Executive Committee shall consist of up to thirteen (13) Voting Directors elected by the Board at its annual meeting or any special meeting called for such

purpose. Except as otherwise specifically set forth herein or in applicable Kentucky statutes, when the Board is not in session, the Executive Committee shall have and may exercise all authority of the Board.

The Executive Committee shall meet no less than four (4) times and no more than six (6) regularly scheduled times annually, not less frequently than quarterly, and otherwise ad hoc meetings can be scheduled as needed. Meetings of the Executive Committee shall be held at such time and place as may be fixed by the Board by resolution, without further notice, or by the Chairman with notice.

Members of the Executive Committee shall serve on such Committee until the next annual meeting of the Board. Members of the Executive Committee may be appointed to successive terms.

7. Notice. Notice of meetings of the Board or of the Executive Committee, to the extent required under these Bylaws or applicable Kentucky statutes, shall be given at least two (2) days prior thereto via facsimile transmission, electronic mail, United States mail, or personal delivery to each Director at his or her business address. Any Director may waive notice of any meeting and the attendance of a Director at any meeting shall constitute a waiver of such notice. The agenda of meetings of the Board or the Executive Committee may, but need not, be specified in the notice or waiver of notice of any such meeting.

8. Quorum; Participation. A majority of Voting Directors or Executive Committee members then holding office shall constitute a quorum for the transaction of business at any meeting of the Board or the Executive Committee, as the case may be. Unless otherwise provided by Kentucky law, the Board and the Executive Committee may permit any or all Directors and Executive Committee Members, as the case may be, to participate in an annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors or Executive Committee Members participating may simultaneously hear each other during the meeting including, but not limited to, conference telephone, video conference or similar communications systems. Directors and Executive Committee Members participating in a meeting by this means shall be deemed to be present in person at the meeting.

9. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board or the Executive Committee may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all of the Voting Directors of the Board or Executive Committee, as the case may be, and such written consent is filed with the Minutes of the proceedings of the Corporation.

10. Advisory Committees. The Board shall have the authority to establish and appoint members to serve on advisory committees that shall advise and assist the Board and/or the Executive Committee with respect to such matters as finances, accountability studies, economic development programs, marketing and such other areas as the Chairman may from time to time deem appropriate. Any such advisory committee shall have no authority to bind the Corporation or act on its behalf except as expressly authorized by the Board or the Executive Committee.

11. Other Committees/Director Nominations. The Executive Committee shall have the authority to establish and appoint members to such other Committees of the Board as it may from time to

time deem appropriate for the operation of the Corporation. The Executive Committee shall also serve the Board with respect to the identification and recommendation to the Board of Directors of proposed nominees for election to the Board.

ARTICLE III
OFFICERS

1. Designation of Officers. The Corporation shall have the following Officers, each of whom shall be elected by the Board for a term expiring at the first annual meeting of the Board following their election: [i] the Chairman, [ii] the Chairman-elect, [iii] the Immediate Past Chairman, [iv] President/CEO, [v] Treasurer, and [vi] Secretary. One person may serve in the capacities of more than one of those offices, except that the President/CEO shall not serve in any office other than that of President/CEO. Any Officer may be reelected to office at the expiration of his or her term. The Board shall have the authority to designate and appoint additional Officers from time to time as it may deem appropriate and shall have the authority to leave unfilled for an extended period a vacancy of any office except that of the Chairman, President/CEO, Secretary or Treasurer. The Officers shall have the duties, responsibilities and authority set forth in these Bylaws and as may be otherwise delegated by resolution of the Board or the Executive Committee.

2. Chairman. The Chairman shall have the responsibility of overseeing the activities of the President/CEO, and shall chair all meetings of the Board and the Executive Committee. The Chairman shall have such other responsibilities as may be expressly delegated by the Board or the Executive Committee.

3. President/CEO. The President/CEO shall have the primary responsibility for the day-to-day management and operation of the Corporation. The terms of employment of the President/CEO shall be approved by the Executive Committee, and the President/CEO shall report to, and serve at the pleasure of, the Executive Committee.

4. Secretary. The Secretary shall be principally responsible for maintaining the books and records of the Corporation.

5. Treasurer. The Treasurer shall be responsible for overseeing the finances of the Corporation and for monitoring and maintaining the financial records of the Corporation.

ARTICLE IV
FINANCES

1. Compensation of Directors and Officers. All Directors and Officers of the Corporation shall be entitled to reimbursement from the Corporation for reasonable expenses incurred in connection with the performance of their duties to the Corporation. The President/CEO shall be entitled to such compensation as may be approved by the Executive Committee. Unless otherwise permitted by the Corporation's Articles of Incorporation, as amended from time to time, and specifically approved by the Executive Committee, all

other Directors and Officers shall serve without compensation for such services other than reimbursement of their reasonable expenses in connection with the performance of their duties to the Corporation.

2. Investment of Funds. All funds of the Corporation not otherwise dedicated to specific purposes shall be invested according to the guidelines approved by the Executive Committee, or, in the absence of such guidelines, at the direction of the Treasurer.

3. Authorization of Expenditures. Officers and Directors shall have only such authority to approve or authorize expenditures of corporate funds as may be set forth in Article V of these Bylaws or in such additional guidelines as may be approved by the Executive Committee.

ARTICLE V

EXPENDITURE AUTHORITY

The authority to expend funds of the Corporation or to authorize borrowings by the Corporation shall be as determined from time to time by resolution duly adopted by the Board or the Executive Committee.

ARTICLE VI

AGENTS, EMPLOYEES

CONSULTANTS, PROFESSIONAL SERVICES

The Corporation may from time to time engage or employ persons or entities to assist the Corporation in implementing its programs and purposes. Any such engagement or employment, and the terms thereof, must be authorized under the terms of the GLI Expenditure Policy and approved by the Executive Committee when the policy dictates that is necessary.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of the month of December.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation or other person under the provisions of these Bylaws or under the laws of the Commonwealth of Kentucky, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to any Director, Officer, employee or agent of the Corporation who is or has been threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation. Such indemnification and advances of expenses shall be to the fullest extent that is expressly permitted or required by the statutes of Commonwealth of Kentucky and all other applicable law.

In addition to the foregoing, the Corporation shall, by action of the Board, have the power to indemnify and to advance expenses to any Director, Officer, employee or agent of the Corporation who is or has been threatened to be made a defendant or respondent to any proceeding in such amounts, on such terms and conditions, and based upon such standards of conduct as the Board may deem to be in the best interest of the Corporation.

ARTICLE X
ENDORSEMENTS & POLITICAL ACTIVITY

Pursuant to the meeting of GLI's Executive meeting on November 10, 2004, the following was resolved: From this point forward, GLI shall not endorse any candidate in a partisan race, nor issue statements of support for a particular candidate in a partisan race. GLI shall do everything in its power to educate its members on the various positions held by all candidates in partisan races as they relate to the issues important to the success of the business community. Acceptable forms of education include, but are not limited to, conducting candidate debates, forums and publishing the results of candidate questionnaires on the issues important to GLI and the business community.

While GLI encourages any interested party to participate in the electoral process, GLI believes that to adequately inform its members about potential elected officials and their positions, certain parameters must be followed. Therefore, a candidate who cannot prove that he or she is currently garnering at least five percent (5%) of likely voters for their intended seat will not be invited to participate in live debates, forums or political questionnaires.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted, by the Board.

ARTICLE XII
CERTIFICATE

It is hereby certified that the foregoing Amended and Restated Bylaws of the Louisville Area Chamber of Commerce, Inc. were duly adopted by the Board of Directors at a meeting held on January 16, 2024.



Greg Ehrhard, Secretary