# BYLAWS OF THE
# LOUISVILLE/JEFFERSON COUNTY ENVIRONMENTAL TRUST

Adopted June 8, 1999

Last Revised November 19, 2010

Restated October 19, 2012

Working Draft September 17, 2024, and March 20, 2026

## ARTICLE I

## ~~Policy~~Purpose

The Louisville/Jefferson County Environmental Trust saves land and waterways to protect natural areas, healthy streams, historic landscapes, and land for growing local food in our community and region through the development, execution and promotion of voluntary conservation and preservation strategies.

~~It is the policy of the Louisville/Jefferson County Environmental Trust ("Trust") to follow the legislative directive expressed in Chapter 158 of the Louisville Metro Code of Ordinances ("LMCO"), and any amendments thereto, and, in doing so, to endeavor to influence the attitudes and actions of area citizens to improve the quality of the environment including natural, historic, and agricultural resources.~~

~~It is recognized that environmental issues often create controversy. The Trust may state publicly its position on environmental issues when consistent with its State and local regulatory objectives.~~

~~When it deems appropriate, the Trust, through its officers and employees, will furnish scientific facts, information, and materials and give other such assistance as may be in the interest of constructive solutions and better understanding of environmental problems and/or natural, historic, and agricultural resource stewardship and management. It is considered a function of the Trust to promote, through education, increased awareness on the part of the public of its responsibility to demonstrate principled stewardship in all activities affecting the environment.~~

## ARTICLE II

## Oversight Board Members

Section 1. General Qualifications. The Trust Oversight Board shall consist of nine (9) members, four of whom shall be the Director of Louisville Parks and Recreation, the Director of Metropolitan Sewer District, the Director of Louisville Metro Office of Planning, and the Director of Louisville Metro Department of Public Works and Assets, or their designates or successor~~s~~ departments. In addition, the Board shall consist of five (5) residents of Jefferson

County representing diverse geographic areas of the Louisville Metro area (the "Resident Members').

Section 2. Oversight Board Members, Terms.

Section 2.1 Initial Members, Terms. Resident Members shall serve three-year staggered terms with the initial members appointed by the County Judge/Executive and approved by Fiscal Court. One appointed Resident Member shall serve an initial two-year term, and one appointed Resident Member shall serve an initial one-year term.

Section 2.2. Successor Members, Terms. Upon expiration of each initial Resident Member's term, the remaining Board members shall elect a successor at any regular meeting by a majority vote of the Board. Board members may serve more than one term.

Section 3. Qualifications. The Board shall endeavor to elect Resident Members with the following characteristics: attorney with federal tax law and/or estate planning expertise, a land resource specialist and/or environmental planning expert, and communication professional and/or environmental education professional. The Board shall ensure that residents representing a diversity of areas in Louisville Metro shall serve on the Board at all times. One Resident Member must live in the Jefferson County Commissioner "A" District; one Resident Member must live in the Jefferson County Commissioner "B" District, and one Resident Member must live in the Jefferson County Commissioner "C" District. The other two Resident Members (the "at-large Resident Members") may live in any Jefferson County Commissioner District~~ and such "at-large" positions shall be filled in years two and three following the "A," "B" and "C" District seats.~~ The initial Resident Members representing the Jefferson County Commissioner "A," "B" and "C" Districts shall be appointed to three-year terms; one initial at-large Resident Member shall be appointed to a two-year term; and one initial at-large Resident Member shall be appointed to a one-year term. Following the initial terms, all Resident Members shall serve three-year, staggered terms.

Section 4. Vacancy. A vacancy shall exist upon the death or resignation of an Oversight Board member and may also be declared by a majority vote at any regularly called meeting with respect to the office of any Board member who has failed to attend (a) any three successive meetings, or (b) one-half of the regularly called meetings held in any one year, dating from the commencement of the term for which elected.

## ARTICLE III

## Meetings

Section l . Time and Place. Meetings of the Trust, not less than ten in each calendar year, shall be held at such time and place as shall be determined by the Oversight Board, except that at least one meeting shall be held during the month of November, each year, at which meeting members of the Oversight Board and officers shall be elected to replace those incumbents whose terms expire on December 31 of said year.

Section 2. Open Meetings and Executive Sessions. All meetings shall be general open meetings and open to the transaction of any and all business, including the election of Resident Members. Closed sessions may be conducted as authorized by KRS 61.810 and KRS 61.815.

Section 3. Notice. Oversight Board meetings shall be held at 10:00 a.m. Eastern time (9:00 a.m. Central time) on the third Friday of each month in ~~the first-floor conference room of the Metro Development Center, 444 South Fifth Street,~~a suitable location in Louisville, Jefferson County, Kentucky, unless otherwise provided. The meeting schedule shall be made available to the public as provided by KRS 61.820. Notice of special meetings shall be given at least twenty-four (24) hours in advance of the special meeting and the notice shall contain the date, time and place of the special meeting along with the agenda for the special meeting.

Section 4. Order of Business. The order of business at meetings of the Oversight Board shall ordinarily be as follows:

(a) Calling meeting to order
(b) Consideration of minutes of previous meeting and their approval
(c) Staff report on budget, meetings and conservation activities
(d) Reports of committees
(e) Consideration of conservation easement donations
(f) Consideration of grant applications
(g) Other business
(h) Adjournment

Section 5. Quorum. A simple majority of the total voting membership of the Oversight Board shall constitute a quorum for the transaction of business. Any action of the Oversight Board ~~relating to the expenditure, investment, or transfer of money or property~~ shall require the affirmative vote of a majority of the number of members of the Oversight Board required for a quorum.

Section 6 Voting. Each Oversight Board Member shall be entitled to one vote, in person or by video teleconference with the Oversight Board Member visible on the screen. There shall be no voting by proxy.

## ARTICLE IV

### Officers—Executive Committee—Director

Section 1. Election of Officers. The Oversight Board shall elect from its membership a Chair, Vice-Chair, and Secretary/Treasurer.

Section 2. Term. The term of officers shall be for two years. Officers so elected shall serve until their successors have been elected and qualified.

Section 3, Duties. The duties of the officers shall be those that usually devolve upon the respective offices, and are generally defined as follows:

(1) Chair. The Chair of the Oversight Board shall, in addition to presiding at meetings and performing the responsibilities set forth in Robert's Rules of Order, have such other duties as may from time to time be assigned by the Oversight Board or otherwise prescribed by law, or these Bylaws,

(2) Vice-Chair. At the request, absence, or disability of the Chair, the Vice-Chair shall perform all the duties of the Chair and, when so acting, shall have all the powers of the Chair.

(3) Secretary/Treasurer

(a) Periodically review the records and record-keeping procedures of the staff, and advise on how to improve them;

(b) Ensure that the staff makes adequate written or recorded proceedings of all meetings and keeps these at the principal office of the Trust, or such other place as ordered, including typed, digital and video records of all official acts of the Oversight Board and such other matters as the Board shall direct;

(c) Ensure that the meeting minutes are available for inspection no later than the time of the next Oversight Board meeting;

(d) See that all notices of meetings are duly given in accordance with instructions from the Oversight Board and these Bylaws, or as may be required by law;

(e) Oversee all private funds and securities of the Trust, which shall be deposited in the name of the Trust in such banks or depository as shall be selected by the Oversight Board;

(f) Keep and maintain, or supervise the keeping and maintaining of adequate accounts and records of the assets, liabilities, receipts and disbursements related to the private funds and securities of the Trust;

(g) Render a statement or report of the finances of the Trust as may be required by the Oversight Board; and

(h) Perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the Oversight Board, including but not limited to, the l review and presentation of the LJCET Stewardship Fund and other financial information for approval by the Oversight Board, with the assistance of the Director.

Section 4. Executive Committee. The Executive Committee of the Trust shall consist of the officers and such other Board members as the Chair may direct and shall have such duties and perform such functions as may be authorized by the Oversight Board members in the administration of the affairs of the Trust. The Executive Committee is authorized to act upon administrative matters between meetings of the Oversight Board subject to ratification at the next regularly scheduled Oversight Board meeting. Executive Committee meetings shall be noticed and conducted in accordance with the Kentucky Open Meetings Act. The Executive Committee shall maintain a record, as minutes, of its proceedings and shall report regularly to the Oversight Board.

Section 5. Director. The Mayor will appoint a Director to administer Oversight Board activities of the Trust as provided by Chapter 158 of the LMCO. As provided by LMCO chapter 158, the Mayor shall take under advisement any staffing concerns or needs recommended by the Oversight Board. The Oversight Board may, in writing, delegate and assign to the Director any duties and responsibilities it deems appropriate and necessary. Written documents of delegation or assignment shall be reviewed and renewed at least every four years. The Director shall have the sole power to supervise, hire and fire all other staff of the Trust, subject to personnel policies and rules of the Louisville Metro Government and with notice to the Chair.

Section 6. Jefferson County Attorney. The Jefferson County Attorney's Office shall provide legal counsel for the Trust.

## ARTICLE V

### Finances

Section I. Fiscal Year. The fiscal year of the Trust shall begin on July 1 and end on June 30 of the following year.

Section 2. Fiscal Control. The Oversight Board shall review the activity in the Stewardship Fund and any other Trust fund at least quarterly. .

It shall be the duty of the Director, with review and consultation with the Oversight Board, to prepare an annual budget for presentation to the Office of the Mayor and Metro Council, if required, and to report to the Oversight Board monthly at its regular meetings regarding the annual budget and expenditures of money by the Trust.

## ARTICLE VI

### Other Committees .

Section 1. Nominating Committee. A committee may be designated not for the purpose of filling vacancies on the Oversight Board. The Oversight Board shall designate a Chair and a Vice-Chair of the Nominating Committee. A member of the Nominating Committee who is eligible to fill a vacancy shall be prohibited from selecting, discussing or voting on a nominee for such vacancy. Meetings of the Nominating Committee shall be noticed and conducted in accordance with the Kentucky Open Meetings Act.

Section 2. Advisory Committee. There shall be an Advisory Committee to provide general technical assistance to the Oversight Board on land and water conservation matters. The Advisory Committee shall be made up of citizens interested in furthering land conservation and/or have specialized expertise in the areas of federal tax law and/or estate planning, land resources, environmental planning, communications, environmental education or other expertise that would be valuable to the Oversight Board. The Advisory Committee shall be permitted to attend all Oversight Board meetings other than closed sessions and shall make recommendations to the Oversight Board, but Advisory Committee members are not permitted to vote on any matter before the Oversight Board. Meetings of the Advisory Committee shall be noticed and conducted in accordance with the Kentucky Open Meetings Act.

Section 4. Ad Hoc Committees. There may be appointed committees for any other legal purpose. An Ad Hoc Committee shall be composed of Oversight Board Members or other non-Members whose expertise is sought by the Oversight Board. The Oversight Board shall designate a Chair and a Vice-Chair of any Ad Hoc Committee. Such committee, so appointed, may add additional members, establish subcommittees to facilitate its function, determine the specific areas of study and a manner of conducting its proceedings. Meetings of Ad Hoc Committees shall be noticed and conducted in accordance with the Kentucky Open Meetings Act.

## ARTICLE VII

## Amendment of Bylaws

Section I , Amendments. The Oversight Board may amend these Bylaws at any regular meeting, by an affirmative vote of not less than seven Oversight Board Members, provided that any amendment to be so voted upon shall be mailed or e-mailed to each Trustee with the at least seven (7) days in advance of said meeting.

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APPROVED APPROVAL DATE