

**BYLAWS
OF
PRESERVATION ALLIANCE OF OWENSBORO-DAVIESS COUNTY, INC.
2008-11-20**

ARTICLE I. NAME AND PRINCIPAL OFFICE OF CORPORATION

Section 1.01. The name of this corporation shall be Preservation Alliance of Owensboro-Daviess County, Inc. (hereinafter referred to as the "Corporation"). Its principal office will be in Daviess County, Kentucky.

ARTICLE II. MEMBERS

Section 2.01. Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors shall establish from time to time. Each member shall be entitled to one vote. The first members of the Corporation shall consist of the members of the Board of Directors first elected at the organization meeting of the Corporation.

Section 2.02. The Board of Directors may in its discretion suspend the voting privileges of any member who has been and remains in default in his or her financial obligations to the Corporation for a period of six (6) months or longer.

Section 2.03. Any member may resign by submitting written notice of resignation to the Secretary.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01. Meetings of the members shall be held at such place or places, as may from time to time be fixed by the Board of Directors.

Section 3.02. The annual meeting of the members shall be held once each year on the date fixed by the Chairman. A report of the meeting and of the activities of the Corporation for the preceding year shall be sent to all members following the annual meeting.

Section 3.03. Special meetings of the members may be called by the Chairman, President, Secretary, or one-third of the Board of Directors, and shall be called by the President upon written application of ten (10) percent of the members of the Corporation.

Section 3.04. Written notice of each meeting of the members, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the

meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting, either personally, by postal mail, or by electronic mail, by or at the direction of the Chairman, President or Secretary, to each member, subject to waiver of notice as provided in the Kentucky Nonstock/Nonprofit Corporation Act.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01. The Corporation shall be governed by a Board of not less than six (6) or more than twelve (12) Directors. The first Board of Directors shall be elected by the incorporators of the Corporation named in the Certificate of Incorporation and thereafter the Board shall be elected by the members of the Corporation, except that the Chairman of the Owensboro Historic Preservation Board, an agency of the City of Owensboro, shall be an ex-officio member of the Board of Directors, with voting privileges. The term of office for each elected Director shall be one (1) year, except that the term of office for each member on the first Board of Directors shall be determined by the incorporators. Elected directors shall be elected by the members each year at their annual meeting. Nominations shall be made by a Nominating Committee appointed by the Board and shall be set forth in the notice of the annual meeting. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Elected directors in office may be reelected for one or more additional terms.

Section 4.02. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the then members of the Board of Directors, though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of the resignation to the Secretary. Any Director other than an ex-officio Director shall be deemed to have resigned if absent from six (6) consecutive, regular meetings of the Board, without having notified the board, prior to those meetings, of his or her planned absence. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 5.01. Meetings of the Board of Directors, regular or special, may be held within or without the Commonwealth of Kentucky upon not less than two (2) days' notice to each Director, personally or by postal mail, electronic mail, telephone or telegram, subject to waiver of notice as provided in the Kentucky Nonstock/Nonprofit Corporation Act. Neither business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least once each year or more often as established by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman or by the written request of a majority of the Directors in office.

Section 5.02. One-third of the number of Directors fixed in the bylaws shall constitute a quorum for the transaction of business. 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. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 5.03. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VI. COMMITTEES

Section 6.01. The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, including without limitation an Executive Committee, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE VII. OFFICERS

Section 7.01. The officers of the Corporation shall be elected annually by the Board of Directors and shall consist of a Chairman, one or more Vice-Chairmen, a President, a Secretary and a Treasurer, and may include one or more Vice-Presidents and such other officers and assistant officers as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 7.02. The Board of Directors may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices or employments.

Section 7.03. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any vacancy occurring in any office of the Corporation (other than a vacancy resulting from the normal expiration of a term of office) shall be filled by the Board of Directors not sooner than thirty (30) days after written notice of the vacancy has been mailed to all members.

Section 7.04. The Chairman. The Chairman shall be the chief executive officer of the Corporation and shall preside at meetings of the Board of Directors and at meetings of the members.

Section 7.05. The Vice-Chairmen. The Vice-Chairmen shall respectively have such powers and perform such duties as may be assigned to them by the Board of Directors or the Chairman. In the absence or disability of the Chairman, the Vice-Chairmen, in the order determined by the Board of Directors, shall perform the duties and exercise the power of the Chairman.

Section 7.06. The President. The President shall be the chief operating officer of the Corporation; he/she shall have general and active management of the affairs and property of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 7.07. The Vice Presidents. The Vice Presidents shall respectively have such powers and perform such duties as may be assigned to them by the Board of Directors, the Chairman or the President. In the absence or disability of the President, the Vice Presidents, in the order determined by the Board of Directors, shall perform the duties and exercise the power of the President.

Section 7.08. The Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, of all meetings of committees of directors appointed in accordance with Section 6.01 of these bylaws, and of all meetings of the members. He/she shall give, or cause to be given, such notice of all meetings of the Board of Directors and all meetings of the members as may be required by the bylaws, and shall perform such other duties as shall be assigned to him or her by the Board of Directors, the Chairman or the President.

Section 7.09. The Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall be responsible for depositing all moneys in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall be responsible for disbursing the funds of the Corporation in accordance with the directions of the Board of Directors, and shall render to the Board of Directors, at its regular meeting, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8.01. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Treasurer or by such other officers, or agents or employees

of the Corporation, as may, from time to time, be designated by the Board of Directors. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property and all contracts and agreements shall be signed by such officers or agents as the Board of Directors shall direct, and in any event, they may be signed by any two (2) of the following officers, namely, the Chairman, President, Vice-Chairman, Secretary or Treasurer. The Board of Directors may authorize and empower one or more officers or agents of the Corporation to execute and deliver any and all papers and documents or to do other acts or things on behalf of the Corporation, including any required or convenient in dealing with Governmental authorities. *(Note: Last sentence is verbatim from original.)*

Section 8.02. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.03. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX. DUES

Section 9.01. The members may determine from time to time the amount of annual dues payable to the Corporation by the members.

ARTICLE X. SEAL

Section 10.01. The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation and the words "Kentucky."

ARTICLE XI. FISCAL YEAR

Section 11.01. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII. AMENDMENTS

Section 12.01. These bylaws may be altered, amended or repealed and new bylaws be adopted by a majority of Directors in office at any regular or special meeting, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any successor provision).

*BYLAWS of Preservation Alliance of Owensboro-Daviess County, Inc.
2008-11-20*

ADOPTED:

IN WITNESS WHEREOF, the incorporators here of have signed these By-Laws on the dates indicated beside their signatures:

/s/ Richard Edwards 8/4/1982

/s/ Glenda Thacker 8/4/1982

/s/ Aloma W. Dew 8/4/1982

(Note: Above signature dates are assumed, based upon signature dates of the incorporators as shown on the original Articles of Incorporation.)

AMENDED:

IN WITNESS WHEREOF, the Directors of the Board hereof have signed these amended By-Laws on the dates indicated beside their signatures:

Signature	Date
/s/ Gary Adams	9/1/1995
/s/ Mary Bryan Booth	9/1/1995
/s/ Sue Haycraft	9/1/1995
/s/ Sally Anderson	9/1/1995
/s/ Dot Howell	9/1/1995
/s/ Lucy Gip Neal	9/1/1995
/s/ Michael Wells	9/1/1995
/s/ Neal Tong	9/1/1995
/s/ Glenda Thacker	9/1/1995

*BYLAWS of Preservation Alliance of Owensboro-Daviess County, Inc.
2008-11-20*

AMENDED:

IN WITNESS WHEREOF, the Directors of the Board hereof have signed these amended By-Laws on the dates indicated beside their signatures:

Signature	Date
/s/ Gary Adams	11/20/2008
/s/ Lucy Gip Neal	11/20/2008
/s/ Frank W. Wagner	11/20/2008
/s/ Lisa Epling	11/20/2008
/s/ Neal Tong	11/20/2008
/s/ Sue Haycraft	11/20/2008
/s/ Glenda Thacker (emeritus)	11/20/2008