

Bylaws of
CHARLOTTE ZOOLOGICAL PARK, INC.
(A Non-Profit Corporation)

ARTICLE I
NAME

The name of this organization shall be CHARLOTTE ZOOLOGICAL PARK, INC (hereinafter referred to in these bylaws as "CZP" or the "Corporation").

ARTICLE II
PURPOSE

- * The purpose of CZP is to enhance public education by providing a forum for the exploration, conservation, and general welfare of animals that are rarely observed by the public at large. Further, CZP will also provide a medium for scientific research and study for the preservation and furtherance of those animal species housed at the CZP. CZP will strive to create an environment that will not only promote exotic wildlife, but promote community awareness and foster family-building exercises.

experience.

ARTICLE III
OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE IV
MEMBERS, SHAREHOLDERS AND/OR CERTIFICATE HOLDERS

Section 1. The Corporation shall have no members, certificate holders or shareholders, all functions and affairs of the Corporation being directed entirely by the Directors thereof.

ARTICLE V
DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors or by such Executive Committees as the Board may establish pursuant to

these Bylaws.

Section 2. Members and Terms. The Board of Directors shall consist of not less than three (3) nor more than twenty-five (25) Directors. The Board of Directors shall consist of three (3) groups to be known as Group 1, Group 2 and Group 3 with each group containing one-third of the total, as near as may be. The terms in Group 1 shall expire at the third annual Meeting of Directors after their election, the terms of Group 2 shall expire at the fourth annual Meeting of Directors after their election and the terms of Group 3 shall expire at the fifth annual Meeting of Directors after their election. Accordingly, no Directors shall be elected at the first and second annual Meeting of Directors except as may be necessary to increase the total number of Directors in each of said groups.

Beginning with the third annual Meeting of Directors and at each annual Meeting of Directors thereafter, Directors shall be elected for a term of three (3) years, as the case may be, to succeed those whose terms expire pursuant to the provisions hereof. The number of Directors each year shall be determined by the Board of Directors based upon need therefore.

Section 3. Election. The three (3) initial Directors named in the Articles of Incorporation at the organizational meeting shall elect the initial full Board of Directors and shall determine the initial number thereof. In all years thereafter the existing Board of Directors shall determine the number of Directors and the persons who shall serve as Directors in each succeeding year of operation of the corporation. Directors shall be elected at annual meetings and those receiving the highest number of votes shall be deemed elected. In the event any Director so demands, election of Directors shall be by ballot.

Section 4. Vacancies. A vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, and the Director so elected shall serve the unexpired term of the Director replaced thereby.

Section 5. Removal. Directors may be removed from office with or without cause by a vote of a majority of the Directors. In the event any Director is so removed, a new Director or Directors may be elected at the same meeting.

Section 6. Chairman. There shall be a Chairman of the Board of Directors elected by the Directors from their number at the organizational meeting of the Board. The President shall preside at all meetings of the Board of Directors thereafter and perform such other duties as may be directed by the Board.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Such meetings may be held either within or without the State of North Carolina.

Section 8. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice.

The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Attendance by a Director at a 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.

Section 9. Informal Action by Directors. Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before

or after the action so taken.

ARTICLE VI COMMITTEES

Section 1. Generally. The Board of Directors may create such committees as are necessary from time to time to assist the Board of Directors.

Section 2. Executive Committee. An executive committee is created which shall consist of the President, Vice-President, Secretary, and Treasurer. Their duties shall include: (a) meeting with the Board of Directors to carry on business affairs of the Corporation; (b) designating and coordinating special meetings; (c) establishing a nominating committee; (d) establishing committees as needed to address the affairs, financial or otherwise, of the Corporation; and (e) filling vacancies for the Board of Directors that occur during the fiscal year.

Section 3. Nominating Committee. A nominating committee shall be established which shall consist of the Vice-President and three Board members designated by the executive committee. The purpose of said committee shall be to assist the Board in researching candidates to serve as officers of the Corporation. Members of the nominating committee shall serve until their function of assisting with said nominations have been completed.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of President, Vice-President, Secretary, Treasurer, Medical Director, and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the office of President and Secretary.

Section 2. Election and Term. Officers shall be elected at the annual meeting of the Board of Directors by the Board of Directors. The nominating committee will assist the Board in researching for suitable candidates. It is not required that a candidate for officership be a current member of the Board of Directors. The slate of officers shall be presented to the entire Board for consideration and election of officers at the annual meeting.

Section 3. Vacancy. Any vacancy occurring shall be filled by the Board of Directors at a special meeting duly called for such purpose. Said substitute officers to serve the remaining term thereof.

Section 4. President. The President shall preside at all meetings and appoint committees as deemed necessary. The President shall be principal executive officer of the Corporation and, subject to control of the Board of Directors, shall supervise the control and management of the Corporation in accordance with these Bylaws.

Section 5. Vice-President. The Vice-Presidents in the order of their election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 6. Secretary. The Secretary shall keep accurate records of the acts and proceedings

of all meetings of shareholders and directors. He shall give all notices required by law and by these Bylaws. He shall have general charge of the corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it.

Section 7. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose, and he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any Director for a period of 10 years, and the Treasurer shall mail or otherwise deliver a copy of the latest statement to any Director upon his written request therefore. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

ARTICLE VIII CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE IX INDEMNIFICATION

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit, or proceeding:

- a) If such person is wholly successful with respect thereof; or
- b) If not wholly successful, then if such person is determined as provided in Section 3 of this Article IX to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any

case not involving the person's official capacity with the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article IX.

Section 2. Definitions.

- a) As used in the Article IX, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person or her or his heirs or personal representatives) may become involved, as a party or otherwise.
 - 1. by reason of her or his being or having been a director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation; or
 - 2. by reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation; or
 - 3. by reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.
- b) As used in this Article IX, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- c) As used in the Article IX, the terms "wholly successful" shall mean:
 - 1. termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against her or him;
 - 2. approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding; or
 - 3. the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification:

- a) If special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article IX; and
- b) If the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings that are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article IX shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article IX, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expense. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article IX and insurance protecting the Corporation's directors or officers or other persons.

ARTICLE X AMENDMENT OF BYLAWS

These bylaws may be amended by a two-thirds (2/3rd) vote of the delegates present and voting at the annual conference, provided the proposed amendment has been presented in writing to the Board of Directors at least 90 days prior to the date of the conference. The Board of Directors shall duly consider each proposal and shall submit it, together with any recommendation for publication to voting members.

ARTICLE XI
GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the Corporation shall consist of _____ and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Corporation.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any shareholder or director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Corporation, 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 equivalent to the giving of such notice.

Section 3. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from January 1 to December 31.

Section 4. Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors.

ARTICLE XII
ELECTION AS A SECTION 501(c)(3) CORPORATION

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).


No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 3 of the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any

future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adoption:

By-Laws amended and restated as presented. Approved by the affirmative vote of two-thirds of the Board present and voting at the Fall business meeting of 2007.

This the 13 day of January, 2008. ^{KH}

Secretary

ADDENDUM TO BYLAWS OF CHARLOTTE ZOOLOGICAL PARK, INC.

CONFLICT OF INTEREST STATEMENT

Article I

Purpose

The purpose of the conflict of interest policy is to protect the Charlotte Zoological Park, Inc.'s (hereinafter referred to as "CZP") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the CZP or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the CZP has a transaction or arrangement,
- b. A compensation arrangement with the CZP or with any entity or individual with which the CZP has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CZP is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the CZP can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any

alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

The Compensation of members shall be governed as follows:

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the CZP for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the CZP for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the CZP, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the CZP is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the CZP operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to CZP's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the CZP may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

This Conflict of Interest Statement is hereby adopted by a unanimous vote of the Board of Directors in conjunction with the Bylaws.