

**THE COMMON COUNCIL OF THE CIVIL CITY OF NEW ALBANY, INDIANA,  
WILL HOLD A REGULAR COUNCIL MEETING IN THE THIRD FLOOR  
ASSEMBLY ROOM OF THE CITY/COUNTY BUILDING ON THURSDAY,  
JANUARY 17, 2013 AT 7:30 P.M.**

The meeting of the **New Albany City Council** was called to order by Mr. McLaughlin at 7:30 p.m.

**MEMBERS PRESENT:** Council Members Mr. Coffey, Mr. Caesar, Mr. Phipps, Mrs. Benedetti, Mr. Blair, Mr. Gonder, Ms. Baird, and President, Mr. McLaughlin. Mr. Zurschmiede was absent.

**ALSO PRESENT:** Police Chief Knight, Major Whitlow, Colonel Pennell, Suellen Wilkinson, Ed Wilkinson, Chris Gardner, David Duggins, John Rosenbarger, Stan Robison, and Vicki Glotzbach

**MOMENT OF REFLECTION:**

**PLEDGE OF ALLEGIANCE:**

**APPROVAL OR CORRECTION OF THE FOLLOWING MINUTES:**

**Mrs. Baird moved to approve the Regular Meeting Minutes for January 7, 2013, Mr. Phipps second, all voted in favor. Mrs. Benedetti abstained.**

**COMMUNICATIONS – PUBLIC:**

**COMMUNICATIONS – CITY OFFICIALS:**

**Mr. Robison** spoke with regards to A-12-21. He explained that he has prepared the necessary easement and recorded it and has prepared a suggested amendment stating that the \$75,000.00 by UEZ will not be spent unless matched by like kind donations.

**Mr. Phipps** asked if the easement stated that they own the bell tower and the steeple.

**Mr. Robison** stated that it just gives them the right to do whatever they need to do and then get out. He read the amendment into the record.

**Mr. Blair** asked why the amount of \$75,000.00 was chosen.

**Mr. Gonder** stated that was the amount that they just came up with together and it was a reasonable amount to set as a challenge amount.

**Mr. Coffey** stated that group X was going to put so much money in and that left about \$150,000.00 and they would give them half provided that they could come up with the other funds.

**Mr. Blair** stated that he thinks it should read that they won't give them the money unless they are able to pay for Phase 1 themselves.

**Mr. Gonder** explained that this doesn't say that once they get to \$150,000.00 the fundraising will stop. He stated that they can amend the city contribution to \$34,000.00 if they want to.

**Mr. Coffey** asked what Phase 1 is and stated that they never got a definitive answer on what will be done during that part of the project.

**Mr. Blair** stated that he received the cost estimate for Phase 1 and it looks like everything is contingent upon completing Phase 1 and he just wants to make sure the funds are there to do this before the city makes their contribution.

**Mr. Coffey** stated that he would like to know in detail what it is and not what it is assumed to be.

**Mr. Gonder** stated that from what he understands the steeple goes up about another 20 feet than what it did before. He explained that he wasn't sure that they had grounding wires on it before either.

**Mr. Coffey** stated that the structure holding the clock needs to be fixed.

**Mr. Blair** stated that he believes that is what is in Phase 1 and that it will structurally complete the tower.

**Mr. Robison** stated that Phase 1 is repair of the clock itself.

**Mr. Blair** asked Mr. Gonder if he would be willing to amend it to have the total amount be \$217,500.00 to complete Phase 1 and then they would match the \$75,000.00.

**Mr. Gonder** stated that they would have to have a higher base number to do that and explained that that they are using this for seed money to get the project going.

**Mr. Blair** stated that it doesn't have to be a 1-1 match and explained it could say that they would get the \$75,000.00 as long they have the funds to compete Phase 1 of the project.

**Mr. Gonder** stated that once the ball gets rolling the community will start coming forward to help but he doesn't want to hamstring the effort from the beginning.

**Mr. Blair** stated that he just wants to make sure that they control their funds to ensure the project is completed. He explained that this is a great project but they do need to make sure that when they appropriate money that the projects they are supporting get finished.

**Mr. Gonder** stated that he wouldn't mind amending it to say that when they get to the matching amount they hold those funds until they can get the rest.

**Mr. Blair** reminded everyone that Tyler Technologies will be here on February 4<sup>th</sup> for a demonstration at 1:30 p.m. and a council work session at 6:00 p.m.

**Mr. Caesar** stated that the bicentennial plans are coming along fine and they will try to have the year-end done for them by the next meeting. He explained that on Saturday January 26<sup>th</sup> is DNA Ball at the Grand and there are close to 250 people already scheduled to attend. He stated that they are going to do something on July 4<sup>th</sup> to celebrate the holiday and as soon as he knows he will bring it back to them.

**Mr. Coffey** stated that there is some confusion and would like the three letters that he presented to the council to be entered in the minutes. He explained that the President of the Council was voted in by a majority of the members and then made their yearly appointments and he was astounded when they learned that one of the appointments to the Horseshoe Board was not recognized and wouldn't be allowed in the meetings should he choose to attend. He stated that they made these appointments and if their appointments aren't recognized at the next meeting many of the council members are going to send communication to the Gaming Commission to ask for this to be

investigated. He explained that he has done some research and found that many of these foundation boards around the country are becoming political and the Gaming Commission is coming down on them. He stated that he would hate to go to that level but for them to completely disregard the council appointments and then to keep the previous appointments sitting in the meeting was unacceptable. He stated that the letter from Mr. Seabrook claims that the Foundation Board has always put politics aside to work together and he is taken back by this because Mr. Blair is Mr. Seabrook's City Council Member so it doesn't make sense to him. He explained that he doesn't believe that Mr. McLaughlin has to answer to Mr. Finn and it isn't their choice as to who gets appointed by the council on their board.



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Mr. Pat McLaughlin  
President,  
New Albany City Council  
January 8, 2013

Dear Mr. McLaughlin

It has come to our attention that as President of the New Albany City Council, you appointed Mr. John Gonder, (Democrat) and Mr. Scott Blair, (Independent) from the Council to serve on the Board of Directors of the Horseshoe Foundation of Floyd County. We will ratify the appointment of Mr. Gonder at our next Board meeting, but we are unable to do so for Mr. Blair because his appointment does not fit the requirements as designated in our Foundation By-laws.

As you know from the letter you received from us after you were elected President, our by-laws provide the following qualifications for the Council's appointments: "Two (2) members of the New Albany City Council, one from each major political party (e.g. Republican, Democrat), unless the New Albany City Council is only comprised of members of one (1) major political party, shall be appointed by the members of the New Albany City Council to serve as directors of the Corporation (together with the individuals named in paragraphs (a) and (b) of the Section 1.2, the "Floyd County Directors");" DAMP

The other seat on our Board will remain vacant until the council sees fit to appoint a Republican representative as required. We ask that the council make the appointment as soon as possible. Mr. Blair will not be recognized as a member of the Board for neither voting nor quorum purposes and will be asked to leave the meeting if he chooses to attend with Mr. Gonder.

Please notify Jerry Finn, our Foundation Executive Director once the appropriate appointment is made so he can schedule a meeting/Board orientation. (812-945-4332).

The Foundation Board has always put politics aside and worked together for the common good of the county. We look forward to continuing this legacy.

Sincerely,

Mark Seabrook  
President,  
Board of Directors

CC.: Mr. John Gonder, Council Vice President



## City of New Albany Common Council

CITY-COUNTY BUILDING • ROOM 332 • NEW ALBANY, IN 47150

DAN L. COFFEY, 1st District  
425 W. 7th Street  
New Albany, IN 47150  
(812) 949-1262

ROBERT CAESAR, 2nd District  
614 Camp Avenue  
New Albany, IN 47150  
(812) 945-8744

GREG PHIPPS, 3rd District  
1105 E. Spring Street  
New Albany, IN 47150  
(812) 949-8317

PATRICK McLAUGHLIN, 4th District  
1739 Florence Avenue  
New Albany, IN 47150  
(812) 949-9140

DIANE McMARTIN-BENEDETTI, 5th District  
1343 Stato Run Road  
New Albany, IN 47150  
(812) 945-6240

SCOTT BLAIR, 6th District  
3925 Rainbow Drive  
New Albany, IN 47150  
(812) 697-6128

JOHN GONDER, At Large  
602 Captain Frank  
New Albany, IN 47150  
(812) 944-3121

SHIRLEY BAIRD, At Large  
3202 Plaza Drive, Apt. 99  
New Albany, IN 47150  
(812) 725-7527

KEVIN W. ZURSCHMIEDE, At Large  
1636 State Run Road  
New Albany, IN 47150  
(812) 945-7827

January 9, 2013

Mr. Mark Seabrook  
President, Board of Directors  
Horseshoe Foundation of Floyd County  
33 State Street, Suite 344  
New Albany, IN 47150

Dear Mr. Seabrook,

We are in receipt of your letters dated January 7 and January 8, 2013. The New Albany Common Council has appointed two members to the Horseshoe Foundation Board, namely John Gonder (Democrat) and Scott Blair (Independent). These two individuals were appointed to serve on the Foundation Board at our regular meeting on January 7, 2013 and both individuals meet the qualifications to serve on the Foundation Board as designated by the Foundation's By-Laws.

The City of New Albany Common Council is comprised of members of the Democratic, Republican, and Independent party affiliations. The referenced portion of the Foundation's By-Laws does not limit the appointments to a Republican and to a Democrat, but rather the underlying emphasis is that the political representation shall be as diverse as possible.

The By-Laws do not provide a clear definition of what constitutes a political party. Simply providing two examples in parentheses does not limit the choice of appointment to Republicans and Democrats. Frankly, to exclude Mr. Blair on this distinctively political basis alone would be political favoritism instead of focusing on the underlying diversity and charitable purpose of the Foundation.

We believe these appointments are within the meaning of the Foundation By-Laws and permit the appointment of an Independent. It seems appropriate that the Foundation Board should clarify this issue by amending its By-Laws to avoid the appearance of discrimination based on political affiliation.

The City of New Albany Common Council recognizes the value of this partnership with the Foundation and we look forward to continuing working together for the benefit of the community.

Sincerely,

Pat McLaughlin  
President, City of New Albany Common Council



City of New Albany, Indiana  
Stanley E. Robison, Jr.  
City Attorney

January 10<sup>th</sup>, 2013

Mr. Mark Seabrook  
President, Board of Directors  
Horseshoe Foundation of Floyd County  
33 State Street, Suite 344  
New Albany, IN 47150

Dear Mr. Seabrook,

Pursuant to New Albany Ordinance number G-12-21, board appointments that have traditionally gone to Democrat or Republican are now open to all political parties regardless of political affiliation. This ordinance was passed on October 22<sup>nd</sup>, 2012, and given the Horseshoe Foundation of Floyd County's bylaws as they are written, the City Council appointments are valid and should be recognized. Without the recognized appointments that were made by the New Albany City Council, according to your own bylaws, you will not have a quorum, and the City of New Albany's interests will not be represented by the Horseshoe Foundation.

In addition, the previous appointments made by the New Albany City Council, Mr. Kevin Zurschmiede and Ms. Diane Benedetti, are hereby void and are not valid representatives appointed by the Council.

I hope this clarifies any question that you may have with regard to the appointments made by the City council at their meeting on Monday, January 7<sup>th</sup>, 2013.

Respectfully,

Stanley E. Robison, Jr.

**Mr. Caesar** stated that it is absolutely the Foundation's choice as to who goes on that board.

**Mr. Blair** stated that he has read the Horseshoe by-laws and it is very clear that it is the council's appointment.

**Mr. Coffey** stated that the "e.g" in the by-laws means for example not an absolute. He stated that he is ready to fight this and take it to the board and to court if they have to because they are not going to allow an outside entity to dictate to the citizens of the community who or what is going to happen.

**Mrs. Baird** asked about the Gaming Commission and if he is suggesting that the Horseshoe is doing something wrong.

**Mr. Coffey** stated that he isn't sure and it would be up to them to decide. He explained that it will more than likely come down to the attorneys but Mr. Lorch is of the opinion that Mr. Blair does have the right to be on the board and he can't believe that Mr. Gonder wasn't allowed to be in on the meeting and he thinks it is absolutely ridiculous. He stated that the council as a body passed legislature that an elected official no matter what party has the right to represent them or the city on any board. He explained that he will not abide by some outside entity to tell them who they can and cannot appoint.

**Mr. Gonder** stated that as it relates to Mr. Blair being an Independent, they are all Independents until they walk up to the table and declare their party and take that ballot. He explained that to that end Mr. Blair probably represents the dominant party in the state.

**Mr. Coffey** stated that he hopes they can resolve this without filing case against them.

**COMMUNICATIONS – MAYOR:**

**Mr. Hall** stated that the Mayor wanted to congratulate Mr. McLaughlin on his appointment to Council President. He explained that they have the Bicentennial Ball coming up next Saturday and he wanted to invite everyone to join them. He stated that the Mayor wanted him to convey that he is very excited to work with them this year and hopes they can do some great things for the community.

**APPROVAL OF CF-1 FORMS:**

**INTRODUCTION OF ORDINANCES AND RESOLUTIONS:      READING**

A-12-21	Appropriation from EDIT for Restoration of Second Baptist Church Clock Tower	Gonder 3
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**Mr. Gonder introduced Bill No. A-12-21, Mrs. Baird second,**

**Mrs. Baird withdrew her second**

**Mr. Gonder made the motion to attach the amendment as presented to Bill No. A-12-21, Mr. Coffey second, all voted in favor.**

**Mr. Gonder introduced Bill No. A-12-21 as amended, Mrs. Baird second, all voted in favor with the exception of Mr. Phipps and Mr. Blair. Bill No. A-12-21 becomes Ordinance A-13-02.**

**Mr. Gonder made the motion to attached the amendment to the ordinance, Ms. Baird second, all voted in favor.**

**Mr. Caesar** asked who is really in charge of this project. He stated that he has a lot of confidence in everyone involved but he would like to know who is in charge. He asked if it was going to go back to the UEZ Board.

**Mr. Duggins** stated that UEZ was only brought in because it is a 501c3 and they wouldn't draw the money out of EDIT until the other match had been made. He explained that the UEA needs to be for the outside donations to make it tax exempt and he would assume that the Board of Works would be the contractual board in charge.

**Mrs. Benedetti** asked if there could be a contact person to call.

**Mr. Coffey** stated that he is on the board and he could be the contact person.

**Mr. Duggins** stated that he would be happy to do it.

**Mr. Gonder** stated that he thinks the fundraising body will form once they put this into place.

**Mr. Caesar** stated that there is a hundred and fifty years worth of history in this building and this is a building that needs to be on the National Historic Registration.

**Mr. Gonder** stated that he thought some steps had already been taken to get it on the registration. He explained that the church congregation has shrunk dramatically and what puts this project at a higher importance is that if that were decline to continue the church could be seen as a building that could be rented out as anything, sold, or torn down and

the restoration of it holds it for the future so it could possibly be a focal point for an abolition museum.

**Mr. Caesar** stated that this is definitely a tourism icon.

**Mr. Phipps** stated that he wants to reiterate that he does understand what everyone is saying and it is a wonderful historic building but he does have to stand on his principal of separation of church and state and that is the only reason he is going to vote against this ordinance. He explained that he does fully support restoring the building just not with taxpayer's money.

**Mr. Gonder** stated that there is no denying that it is an active church so he appreciates Mr. Phipps point of view.

#### **BOARD APPOINTMENTS:**

**Mr. Coffey** stated that someone needs to be appointed to the Police Merit Commission and would like to nominate Tony Toran. He explained that Mr. Toran comes highly recommended.

**Mrs. Benedetti** asked if they were allowed to submit names for that.

**Mr. Coffey** stated that it would be up to Mr. McLaughlin but it is an appointment that they need to get filled because there is litigation going on.

**Mr. Gonder** asked if he is security for NAHA and if that is a conflict.

**Mr. Coffey** replied that he is and it is not a conflict.

**Mr. McLaughlin** stated that at this point he would like to go ahead and proceed as they do not have anyone else present that is interested and it seems that time is of the essence on this appointment.

**Mrs. Benedetti** asked if they could have an executive session with the City Attorney regarding all pending litigation with the city.

**Mr. Coffey** stated that is something that needs to be worked out through their attorney. He explained that they are the legislative body not the administrative body. He stated that they do not let the administration come to their executive sessions regarding litigation and he wouldn't presume to think that they should go to theirs.

**Mrs. Benedetti** stated that it might be something that would hit them in the budget and that is something they need to know about.

**Mr. Coffey** stated that is overstepping their bounds.

**Mr. McLaughlin** stated that he would like Mr. Robison to keep in touch with the council's attorney to keep him up to date on litigation and to have Mr. Lorch update them if there are any executive sessions that they need to be brought in on.

**Mr. Coffey** stated that the council should remember to be careful when calling executive session because they could open themselves up to litigation by getting involved in this.

#### **MISCELLANEOUS ITEMS:**

**Mr. Coffey** stated that he would like to do a voice resolution to ratify his decisions with regards to the Horseshoe Foundation Board appointments. He explained that in 14 years he has never seen someone who was previously appointed to a board go back and stand in when the Council President has appointed someone new.

**Mr. Gonder** asked the proper form to introduce such a resolution from the floor.

**Mr. Lorch** stated that you can make a spontaneous voice resolution especially regarding administrative decisions such as this.

**Mr. Coffey** **Mr. Coffey moved to introduce a voice resolution ratifying Mr. McLaughlin's decision to remove the previous Horseshoe Foundations Board appointments as of January 7, 2013 and to appoint Mr. Gonder and Mr. Blair as new appointments to the Horseshoe Foundation Board including the by-laws of the Horseshoe Board Foundations regarding these appointments, Mr. Phipps second, all voted in favor with the exception of Mr. Caesar and Mrs. Benedetti who voted no and Mrs. Baird who abstained.**

**Mr. Caesar** stated that he would like it entered into the minutes that this is not their decision.

**Mr. Blair** asked that the following Horseshoe Foundation Board by-laws be entered into the minutes:

Section 1.1: Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 1.2: Number, Term and Appointment. The Board of Directors shall consist of a minimum of three (3) directors and a maximum of seven (7) directors, with the exact number of directors specified from time to time by resolution of the Board of Directors; provided, however, that at no time will employees, directors or officers of Caesars Riverboat Casino, LLC, dba Horseshoe Southern Indiana and/or individuals appointed by such persons hold fifty percent (50%) or more of the voting power on the Board of Directors. The following individuals shall serve on the board of directors:

- (a) The Mayor of New Albany shall serve as a director of the Corporation during his or her tenure in that position;
- (b) One (1) member of the Floyd County Commissioners shall be appointed by the Floyd County Commissioners to serve as a director of the Corporation;
- (c) Two (2) members of the New Albany City Council, one from each major political party (e.g., Republican, Democrat), unless the New Albany City council is only comprised of members of one (1) major political party, shall be appointed by the members of the New Albany City Council to serve as directors of the Corporation (together with the individuals named in paragraphs (a) and (b) of the Section 1.2, the "Floyd County Directors");
- (d) The General Manager or Acting General Manager of Caesars Riverboat Casino, LLC, dba Horseshoe Southern Indiana shall serve as a director of the Corporation during his or her tenure in that position; and
- (e) Two (2) individuals appointed by the chief Operating Officer of Horseshoe Southern Indiana shall serve as directors of the Corporation (together with the Chief Operating Officer of Horseshoe Southern Indiana, the "Horseshoe Southern Indiana Director").

The term of office of the directors appointed pursuant to paragraphs (c) and (e) of this



Section 1.2 shall be staggered by dividing the total number of directors appointed pursuant to paragraphs (c) and (e) into two (2) groups with each group being comprised of one (1) Floyd County Director and one (1) Horseshoe Southern Indiana director. The term of office of one group of directors shall expire at the first annual meeting of the Board of Directors, and the term of office of the second group of directors shall expire at the second annual meeting of the Board of Directors. Thereafter, the term of office of each director appointed pursuant to paragraphs (c) and (e) of this Section 1.2 shall be two (2) years.

One group of directors appointed pursuant to paragraphs (c) and (e) of this Section 1.2 shall be appointed prior to each annual meeting of the Board of Directors. All appointed directors shall be chosen based upon their ability and commitment to fulfilling the Corporation's purposes.

Despite the expiration of a director's term, the director continues to serve until a successor is appointed and qualifies, or until there is a decrease in the number of directors. Section 1.3: Vacancies. Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by vote of the remaining members of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the later of the next annual meeting of the directors, or at such time as a successor shall be duly appointed and qualified.

Section 1.4: Removal. Any Floyd County Director appointed by the Floyd County Commissioners may be removed, with or without cause, by a majority vote of the Floyd County Commissioners. Any Floyd County Director appointed by the members of the New Albany City Council may be removed, with or without cause by majority vote of the members of the New Albany City Council. Any Horseshoe Southern Indiana Director appointed by the Chief Operating Officer of Horseshoe Southern Indiana may be removed, with or without cause, by the Chief Operating Officer of Horseshoe Southern Indiana.

Section 1.5: Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall meet for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of an annual meeting.

Section 1.6: Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the presiding officer of the Board of Directors upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, telegram, facsimile transmission, or telephone. Oral notice is authorized. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 1.7: Quorum; Voting. Five (5) of the directors in office when action is taken (but in no event unless at least three (3) Floyd County Directors and two (2) Horseshoe Southern Indiana Directors are present) shall be necessary to constitute a quorum for the transaction of any

business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of seventy-five percent (75%) of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 1.8: Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 1.9: Executive Committee. There shall be, and by the adoption of these Bylaws the Board of Directors hereby creates, an Executive Committee of the Corporation, which shall consist of one (1) Horseshoe Southern Indiana Director and two (2) Floyd County Directors, appointed by vote of all of the directors in office when the action is taken. During intervals between meetings of the Board of Directors, the Executive committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, except where prohibited by law. In addition, the Executive Committee, to the extent specified by the Board of Directors, may exercise the authority of the Board of directors, except where prohibited by law. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

Section 1.10: Other Committees. The Board of Directors may from time to time create and appoint standing, special or other Committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation; provided, however, that at no time may Horseshoe Southern Indiana Directors or employees, officers or directors of Horseshoe Southern Indiana or any related entity comprise fifty percent (50%) or more of such Committees. Any such Committee, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a Committee is to exercise board powers, function or authority, (a) there must be at least two (2) persons on the committee who are directors, and (b) the creation of the Committee and the appointment of its members shall be by vote of all directors in office when action is taken by the Committee.

Section 2.1: Officers and Qualifications therefore. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers shall be chosen by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section 2.2: Terms of Office. Each officer of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of one (1) year and until a successor shall be duly elected and qualified, or until resignation, removal or death.

Section 2.3: Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 2.4: Removal. Any officer of the Corporation may be removed, with or without cause, at any time by the Board of Directors.

Section 2.5: Compensation. Each officer of the Corporation shall receive such compensation for his or her services in such office as may be fixed by action of the Board of Directors.

Section 3.1: President. The President, if present, shall preside at all meetings of the Board of Directors. At each annual meeting of members, the President or the President's designee shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

Section 3.2: Vice President. Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

Section 3.3: Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors, and prepare, keep or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

Sections 3.4: Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the members, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 3.5: Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

Section 4.1 Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.

Section 5.1: Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 5.2: Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or Vice President, and, if required, attested by the Secretary or an assistant secretary.

Section 5.3: Fiscal Year. The fiscal year of the Corporation shall begin on January 1<sup>st</sup> of each year and end on the immediately following December 31<sup>st</sup>.

**Mr. McLaughlin** set an executive session on January 31<sup>st</sup> at 6:00 p.m. to discuss Mr. Lorch's contract and if need be pending litigation. He stated that he would also like to have a work session on City Council procedures immediately following the executive session.

**COMMUNICATIONS – PUBLIC (non-agenda items):**

**IN COMMITTEE:**

G-12-12	An Ordinance Amending the <i>Code of New Albany</i> Title IX: General Regulations, Chapter 99: STREETS AND SIDEWALKS, to include Section 99.03: RIGHT- OF-WAY MANAGEMENT PROGRAM, as permitted under Indiana Code 8-1-2-101, (a) through (d), to provide for the safety of the traveling public in the rights-of-way of the City of New Albany, Indiana.	McLaughlin 3
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**TABLED ORDINANCES:**

G-12-24	Ordinance Requiring Filing of Documents with City Clerk	Baird 3
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**ADJOURN:**

There being no further business before the board, the meeting adjourned at 8:20 p.m.

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Pat McLaughlin, President

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Vicki Glotzbach, City Clerk