

(EXHIBIT —)

**BY-LAWS**  
**OF**  
**FOREST PARK FOREVER, INC.**

**As amended through July 15, 2002.**

## TABLE OF CONTENTS

<b>ARTICLE I OFFICES</b> .....	1
Section 1. Principal Office.....	1
Section 2. Registered Office.....	1
<b>ARTICLE II PURPOSES</b> .....	1
<b>ARTICLE III BOARD OF DIRECTORS</b> .....	2
Section 1. Directors in Lieu of Members.....	2
Section 2. Powers.....	2
Section 3. Number and Qualifications.....	3
Section 4. Election and Terms of Office; Chairman of the Board and Vice Chairmen of the Board.....	4
Section 5. Vacancies.....	5
Section 6. Removal.....	5
Section 7. Compensation.....	5
Section 8. Resignation.....	5
Section 9. Conflict of Interest Transactions.....	6
<b>ARTICLE IV MEETINGS OF BOARD OF DIRECTORS</b> .....	6
Section 1. Regular Meetings.....	6
Section 2. Special Meetings.....	7
Section 3. Notice.....	7
Section 4. Waiver of Notice.....	7
Section 5. Place of Meetings.....	8
Section 6. Quorum.....	8
Section 7. Adjournment.....	8
Section 8. Voting.....	8
Section 9. Meetings by Conference Telephone.....	8
Section 10. Actions Taken Without a Meeting.....	9
<b>ARTICLE V COMMITTEES</b> .....	9
Section 1. Executive Committee.....	9
Section 2. Nominating Committee.....	9
Section 3. Other Committees.....	10
Section 4. Limited Authority of Committees.....	11
Section 5. Term of Office.....	11
Section 6. Chair.....	11
Section 7. Vacancies.....	11
Section 8. Quorum.....	12
Section 9. Rules.....	12

<b>ARTICLE VI OFFICERS</b> .....	12
Section 1. Officers.....	12
Section 2. Election and Term of Office.....	12
Section 3. Removal.....	13
Section 4. Vacancies.....	13
Section 5. Chairman of the Board.....	13
Section 6. Vice Chairmen.....	14
Section 7. President.....	14
Section 8. Vice President.....	14
Section 9. Treasurer.....	14
Section 10. Secretary.....	15
Section 11. Chairman Elect.....	15
Section 12. Director Emeritus.....	16
<b>ARTICLE VII FISCAL AUTHORITY</b> .....	16
Section 1. Contracts.....	16
Section 2. Checks, Drafts, Etc.....	16
Section 3. Deposits.....	17
Section 4. Gifts.....	17
Section 5. Prohibited Loans.....	17
Section 6. Budget.....	17
Section 7. Fiscal Year.....	17
<b>ARTICLE VIII BOOKS AND RECORDS</b> .....	17
Section 1. Permanent Records.....	17
Section 2. Other Records.....	18
Section 3. Inspection of Records.....	18
Section 4. Inspection Procedure.....	18
<b>ARTICLE IX WAIVER OF NOTICE</b> .....	19
<b>ARTICLE X AMENDMENTS</b> .....	19

**BY-LAWS**  
**OF**  
**FOREST PARK FOREVER, INC.**

**ARTICLE I OFFICES**

**Section 1. Principal Office.**

The principal office of Forest Park Forever, Inc. ("the Corporation") shall be located in the City of St. Louis, Missouri. The Corporation may have such other offices within the State of Missouri as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**Section 2. Registered Office.**

The Corporation shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by the Missouri Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Missouri, and the registered agent and office may be changed from time to time by the Board of Directors with the consent of the new registered agent (if applicable) and upon appropriate notice to the Secretary of State.

**ARTICLE II PURPOSES**

The purposes of the Corporation shall be those nonprofit purposes stated in the Articles of Incorporation of the Corporation, as amended from time to time.

### ARTICLE III BOARD OF DIRECTORS

#### Section 1. Directors in Lieu of Members.

The Corporation shall not have members as such, but, in lieu thereof, shall have a self-perpetuating Board of Directors.

#### Section 2. Powers.

The property and affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the Corporation or these By-Laws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

(a) The Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation of the Corporation or by a corporation organized under the Missouri Nonprofit Corporation Act;

(b) None of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation; and

(c) All income and the property of the Corporation shall be applied exclusively for its nonprofit purposes. No part of the net earnings or other assets of the Corporation shall inure to the benefit of any Director, Officer, contributor or any other private individual having, directly or indirectly, a personal or private interest in the activities of the Corporation.

Section 3. Number and Qualifications.

The Board of Directors of the Corporation shall be comprised of:

- (a) No more than sixty (60) and no less than thirty (30) Directors elected by the Board of Directors (the "Elected Directors"), and
- (b) The individuals who hold the following offices (the "Designated Directors"):
  - (i) the Mayor of the City of St. Louis;
  - (ii) the Alderman whose ward comprises the greatest area of Forest Park;
  - (iii) the Director of Parks, Recreation and Forestry of the City of St. Louis;
  - (iv) the Manager of Forest Park;
  - (v) the chief executive officer of the Missouri Historical Society;
  - (vi) the chief executive officer of the Saint Louis Art Museum;
  - (vii) the chief executive officer of the Triple A Golf and Tennis Club;
  - (viii) the chief executive officer of the St. Louis Zoological Park;
  - (ix) the chief executive officer of The Muny;
  - (x) the chief executive officer of the St. Louis Science Center; and
  - (xi) the chair or co-chairs of the Women's Committee of the Corporation.

The President of the Corporation shall serve as an ex officio, non-voting member of the Board of Directors. The number of Elected Directors may be changed from time to time by the Board of Directors, provided, however, that the number of Elected Directors shall be no more than sixty (60) and no less than thirty (30).

Section 4. Election and Terms of Office; Chairman of the Board and Vice Chairmen of the Board.

A. At every Annual Meeting of the Board of Directors, as the first order of business of the meeting, the Board of Directors shall elect the Elected Directors from among the qualified persons identified by the Nominating Committee. The Board of Directors shall designate one of the Elected Directors as the Chairman of the Board, and shall designate one or more of the Elected Directors as Vice Chairmen of the Board, each of said Chairman and Vice Chairmen to serve until the next Annual Meeting of the Board of Directors or until he or she ceases to be an Elected Director, whichever comes first. The Directors shall be divided into three classes, as nearly equal as possible, and each Director shall serve for a term of three years or until a successor is duly elected and commences a term of office. After the election of new Directors, the Annual Meeting of the Board of Directors shall continue, for the purpose of electing Officers and transacting such other business as may be presented to the meeting; no notice need be given to such newly-elected Directors who have previously been given notice of the Annual Meeting, or who are present at such meeting, or who sign waivers of notice thereof.

B. No person shall be eligible for election to the Board of Directors if that person has served as a member of the Board of Directors for three consecutive full three-year terms, unless either:

- (i) the person has not been a member of the Board of Directors for at least 11 months before the date of the Annual Meeting, or
- (ii) the person is nominated and elected an Officer at the Annual Meeting.

Notwithstanding the foregoing provisions, at the 1998, 1999, and 2000 Annual Meetings, persons who have completed two consecutive full three-year terms as members of the Board of Directors

shall be eligible, at any of said three Annual Meetings, to be elected for one additional three-year term (or the unexpired balance of any shorter term).

Section 5. Vacancies.

Any vacancy in the position of an Elected Director and any directorship to be filled by reason of an increase in the number of Elected Directors, shall be filled by the Board of Directors. An Elected Director appointed to fill a vacancy shall serve until the next annual meeting of the Board of Directors and until his or her successor shall be duly elected and commence his or her term of office. Any vacancy in the position of a Designated Director shall be filled by the individual who then holds the designated position which is the basis for membership on the Board of Directors.

Section 6. Removal.

Any Elected Director may be removed with or without cause by the vote of two-thirds of the Directors then in office.

Section 7. Compensation.

Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. A Director may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering services to the Corporation in the administration of its affairs.

Section 8. Resignation.

Any Director may resign from the Board of Directors of the Corporation; such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors of the Corporation.

Section 9. Conflict of Interest Transactions.

Any transaction in which a Director of this Corporation has a material interest shall be approved in advance by the vote of a majority of Directors on the Board or the Executive Committee who have no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Director. The Directors shall approve the transaction if (a) the material facts of the transaction and the subject Director's interest are disclosed to the Board or the Executive Committee, and (b) the Directors in good faith reasonably believe that the transaction is not unfair to the Corporation and will not violate its corporate purposes. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict of interest transaction. The presence of a Director with a material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section.

**ARTICLE IV MEETINGS OF BOARD OF DIRECTORS**

Section 1. Regular Meetings.

The Board of Directors shall hold the following regular meetings:

- A. An annual meeting on the last Monday in January of each year, or on such other date as is established by the Executive Committee, for the purpose of electing Directors and Officers and for the transaction of such other business as shall come before such meeting.
- B. Three additional regular meetings to be held in the beginning of April, July and October on the dates and at the times determined by the Board of Directors or the President.
- C. Other regular meetings to be held upon adoption by the Board of Directors of a resolution indicating the time and place, either within or without the State of Missouri, of such regular meetings.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or any twenty-five (25) Directors. The person or persons authorized to call special meetings of the Board may fix any place within the City of St. Louis or St. Louis County, and the time for holding any special meeting of the Board called by them.

Section 3. Notice.

Notice of the time, date and place of all annual, regular and special meetings of the Board of Directors shall be given at least seven (7) days previously thereto either personally, by mail, telephone, telefax or e-mail to each Director at his or her address, telephone number, telefax number or e-mail address as shown by the records of the Corporation. If given by mail, such notice shall be deemed to be delivered upon the earlier of receipt or five (5) days following deposit in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If given personally, by telephone, telefax or e-mail, such notice shall be deemed to be delivered upon transmission. In the case of a special meeting, the notice shall also specify the purpose of the meeting.

Section 4. Waiver of Notice.

Any Director may waive notice of any meeting at any time. The waiver must be in writing, signed by the Director entitled to the notice and filed with the minutes or the corporate records. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director (a) objects to the transaction of any business because the meeting is not lawfully called or convened, Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws, and (b) does not vote for or assent to the objected to action.

Section 5. Place of Meetings.

The Board of Directors shall hold its meetings at the principal office of the Corporation or at such other place within the City of St. Louis or St. Louis County as it may from time to time determine.

Section 6. Quorum.

The presence of one-third (1/3) of the whole Board of Directors shall be requisite for, and shall constitute a quorum for, the transaction of business at all meetings of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors, except in those specific instances in which a greater number may be required by the Missouri Nonprofit Corporation Act, the Articles of Incorporation of the Corporation or the By-Laws.

Section 7. Adjournment.

If a quorum shall not be present at any such meeting, the Directors present shall have the power to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

Section 8. Voting.

Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

Section 9. Meetings by Conference Telephone.

Unless otherwise provided in the Articles of Incorporation of the Corporation, members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar

communications equipment whereby all persons participating in the meeting can hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

Section 10. Actions Taken Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent, setting forth the action taken, shall be signed by all Directors and filed with the records of the Corporation. Signatures may be obtained by counterpart. The consents shall have the same force and effect as a unanimous vote of the Directors or a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law.

**ARTICLE V COMMITTEES**

Section 1. Executive Committee.

There shall be an Executive Committee of the Board of Directors which shall have and exercise the authority of the Board of Directors in the management of the Corporation to the full extent and under the circumstances permitted by law. The Executive Committee shall consist of (a) no more than twenty (20) and no less than four (4) members nominated by the Nominating Committee and elected by a majority of the full Board of Directors at its annual meeting, and (b) the Chairman of the Board who shall serve as Chair of the Executive Committee. The Executive Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Section 2. Nominating Committee.

A. Membership: There shall be a Nominating Committee of the Board of Directors consisting of five (5) members: the Mayor of the City of St. Louis or his or her designee; the Director of Parks, Recreation and Forestry of the City of St. Louis or his or her designee; two

appoint the members thereof. In all cases, at least two members of every committee must be Directors. Any member thereof may be removed by the Board of Directors of the Corporation whenever in its judgment the best interests of the Corporation shall be served by such removal.

Section 4. Limited Authority of Committees.

No committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation or revoking proceedings therefor; authorizing the dissolution of the Corporation; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 5. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee ceases to exist or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6. Chair.

One member of each committee other than the Executive Committee and the Nominating Committee shall be appointed chair by the Chairman of the Board.

Section 7. Vacancies.

Vacancies in the membership of any committee shall be filled by the Executive Committee.

Section 8. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, provided, however, that one-third (1/3) of the members of the Executive Committee shall constitute a quorum.

Section 9. Rules.

Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

**ARTICLE VI OFFICERS**

Section 1. Officers.

The Officers of the Corporation shall be a Chairman of the Board; one or more Vice Chairmen of the Board; a President; one or more Vice Presidents; a Secretary; a Treasurer; and such other Officers as may be elected in accordance with the provisions of these By-Laws. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office.

The Officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors of the Corporation, or from time to time thereafter at any regular or special meeting of the Board of Directors of the Corporation, and shall serve at the pleasure of the Board of Directors or until their successors are duly elected; provided, however, that the

President from time to time may appoint as Vice Presidents one or more employees who hold executive responsibilities, subject to ratification at the next meeting of the Board of Directors, such Vice Presidents to serve at the pleasure of the President. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal.

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies.

A vacancy in any office because of expansion, death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by the Board of Directors or the Executive Committee from among persons nominated by the Nominating Committee.

Section 5. Chairman of the Board.

The Chairman of the Board shall be an Elected Director, shall be the principal executive officer of the Corporation, and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other Officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chairmen.

Each Vice Chairman shall be an Elected Director. In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice Chairman or, in the event there be more than one Vice Chairman, the Vice Chairmen in alphabetical order, shall perform the duties of the Chairman and, when so acting, shall have all the powers and be subject to all the restrictions upon the Chairman. Any Vice Chairman shall perform such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors.

Section 7. President.

The President shall be a full-time paid employee of the Corporation who shall serve as the Executive Director of the Corporation. The President is charged with the responsibility of directing, supervising, and managing the daily operation of the Corporation. The President shall serve at the pleasure of the Board of Directors. The President shall serve as an ex-officio, non-voting member of the Board of Directors.

Section 8. Vice Presidents.

The Vice President(s) shall be paid employee(s) of the Corporation. The Vice President(s) shall discharge such duties and responsibilities as may be determined from time to time by the President.

Section 9. Treasurer.

The Treasurer shall be an Elected Director. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all

such moneys in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall maintain complete records and deliver the records to his or her successor at the end of the term.

Section 10. Secretary.

The Secretary shall be an Elected Director. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporation's records and of the seal of the Corporation, if any, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is fully authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors. The Secretary shall maintain minutes and deliver such minutes and records to his or her successor at the end of the term.

Section 11. Chairman Elect.

The Board of Directors may, from time to time, appoint, as Chairman Elect, an Elected Director who, the Board of Directors contemplates, may succeed the Chairman of the Board, but such appointment shall in no way bind or limit the Board of Directors in its appointment from time to time of the Chairman of the Board. The Chairman Elect shall have such duties and

responsibilities as may from time to time be agreed between the Chairman of the Board and the Chairman Elect. The Chairman Elect shall serve at the pleasure of the Board of Directors.

Section 12. Director Emeritus.

The Board of Directors may, from time to time, appoint, as a Director Emeritus, any person who has served as a member of the Board of Directors. A Director Emeritus shall be entitled to attend and participate in the meetings of the Board of Directors, but shall not have a vote. A Director Emeritus shall give his or her counsel, support, and assistance to the Corporation, and shall have such duties and responsibilities as may from time to time be agreed between the Chairman of the Board and the Director Emeritus. Each Director Emeritus shall serve at the pleasure of the Board of Directors.

**ARTICLE VII FISCAL AUTHORITY**

Section 1. Contracts.

The Board of Directors or the Executive Committee may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness 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 or the Executive Committee. In the absence of such determination by the Board of Directors or the Executive Committee, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman of the Board

or a Vice Chairman of the Corporation.

Section 3. 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 or the Executive Committee may select.

Section 4. Gifts.

The Board of Directors or the Executive Committee 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.

Section 5. Prohibited Loans.

The Corporation shall not make any loan to any Officer or Director of the Corporation.

Section 6. Budget.

An annual budget shall be prepared at the direction of the Chairman of the Board for approval by the Board of Directors at its annual meeting.

Section 7. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year. The Board of Directors shall have the power to change the fiscal year of the Corporation, from time to time, which shall become the taxable year of the Corporation upon the approval of the Internal Revenue Service.

**ARTICLE VIII BOOKS AND RECORDS**

Section 1. Permanent Records.

The Corporation shall maintain as permanent records minutes of all meetings of its Board of Directors and committees of the Board of Directors and records of any actions taken by them without a meeting.

Section 2. Other Records.

The Corporation shall maintain at its principal office a copy of (a) the Corporation's current Articles of Incorporation and Bylaws, including all amendments, (b) a list of the names and addresses of the Corporation's current Directors and Officers, (c) the Corporation's most recent annual report filed with the Secretary of State, and (d) appropriate financial statements of the Corporation's income and expenses and other appropriate accounting records. These records shall be maintained either in written form or a form capable of conversion into written form within a reasonable period of time.

Section 3. Inspection of Records.

The Corporation shall permit recipients and beneficiaries of the Corporation's services or activities (and the attorneys and agents of such individuals) to inspect the records of the Corporation maintained pursuant to Sections 1 and 2 of this Article VIII, provided the Corporation shall not be required to disclose any information concerning donors, gifts and contributions. The Corporation shall permit the Directors to inspect the Corporation's records at least to the extent permitted by law.

Section 4. Inspection Procedure.

Any recipient or beneficiary of the Corporation's services or activities (and their attorneys and agents) requesting inspection of the Corporation's records must (a) give the Corporation written notice at least five business days prior to the desired inspection, (b) describe with reasonable particularity the purpose and the records the individual desires to inspect, and (c) demonstrate a direct connection between the purpose for inspection and the requested records. The Corporation may charge a fee for the cost of labor and materials necessary to comply with the request.

### **ARTICLE IX WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Missouri Nonprofit Corporation Act, or under the provisions of the By-Laws of the Corporation, a waiver thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE X AMENDMENTS**

The Board of Directors of the Corporation shall have the power to make, alter, amend and repeal the By-Laws of the Corporation and to adopt new By-Laws. The Corporation shall keep, at its principal office, a copy of the By-Laws of the Corporation, as amended, which shall be open to inspection by any member of the Board of Directors at all reasonable times during business hours.

## **EXHIBIT B**

### **Zones and Tasks to be Performed by the City and Forest Park Forever (w/ BJC agreement)**

#### **ZONE 1**

##### **DeBaliviere Median and easement strips**

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace sidewalks
- Maintain, repair and replace turf on median and on lots East and West of Median

Forest Park Forever to:

- Maintain, repair and replace plantings within the median

##### **DeBaliviere and Grand Drive Median**

City of St. Louis to:

- Empty trash receptacles

Forest Park Forever to:

- Maintain, repair and replace plantings within the median

##### **Twin Lots**

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace sidewalks along streets and within the parking lots
- Lot stripping
- Remove snow on lots
- Maintain, repair and replace asphalt paving and concrete curbing
- Maintain, repair and replace turf

Forest Park Forever to:

- Supply trash receptacles
- Remove loose litter
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.

##### **Dwight Davis Tennis Center frontage**

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace sidewalks adjacent to streets and parking lots
- Maintain, repair and replace turf

- Repair and replace irrigation system

Forest Park Forever to:

- Maintain and operate irrigation system
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Supply trash receptacles
- Remove loose litter

Area enclosed by Lindell, Cricket Drive, Grand, and the History Museum

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace Handball courts with asphalt aprons
- Maintain, repair and replace Racquetball courts with asphalt aprons
- Maintain, repair and replace benches adjacent to Handball and Racquetball courts
- Maintain, repair and replace sidewalks adjacent to streets and parking lots
- Maintain, repair and replace turf
- Repair and replace irrigation system

Forest Park Forever to:

- Maintain, repair and replace paths (asphalt and soft) including bollards
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Maintain and operate irrigation system
- Supply trash receptacles
- Remove loose litter

**ZONE 2**

Grand Basin Area

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace sidewalks adjacent to streets
- Maintain, repair and replace fountains / lighting
- Clean and maintain, repair and replace debris collectors
- Maintain, repair and replace bridges
- Maintain, repair and replace concrete structures (railings and steps)
- Maintain, repair and replace turf
- Repair and replace irrigation system

Forest Park Forever to:

- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.

- Perform Aquatic weed treatments
- Maintain Savanna
- Maintain, repair and replace paths (asphalt and soft)
- Maintain and operate irrigation systems
- Transport trash receptacles to side of street to be emptied
- Maintain, repair and replace benches
- Maintain, repair and replace drains installed in planting beds

### Boat House Grounds

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace concrete sidewalks
- Stripe the parking lot
- Remove snow from parking lot
- Clean and maintain Comfort Station
- Maintain and repair/replace asphalt paving in parking lot and curbing
- Maintain, repair and replace turf
- Repair and replace irrigation system

Forest Park Forever to:

- Maintain and operate irrigation systems
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Maintain, repair and replace paths (asphalt and soft)

### Post Dispatch Lake and adjacent grounds

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace concrete sidewalks adjacent to street
- Maintain, repair and replace Weirs
- Maintain, repair and replace turf
- Repair and replace irrigation system

Forest Park Forever to:

- Perform Algae treatments
- Control aquatic weeds
- Control Muskrat population
- Maintain, repair and replace asphalt and soft paths
- Maintain, repair and replace stone slab bridges
- Maintain, repair and replace signage
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Maintain Wildlife Island
- Dredge to retain depth as designed
- Maintain and operate irrigation system

### Picnic Island

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace bridges
- Maintain, repair and replace turf
- Repair and replace irrigation system

Forest Park Forever to:

- Maintain, repair and replace soft paths
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Transport trash receptacles to side of street to be emptied
- Maintain and operate irrigation system

### ZONE 3

#### Art Hill and Parking Lots

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace parking lots, walks, and plazas
- Maintain, repair and replace turf
- Maintain, repair and replace landscaping and trees in conjunction with Forest Park Forever. Tree plantings to be done in accordance with plans agreed to by both parties.
- Maintain, operate, repair and replace irrigation system

Forest Park Forever to:

- Supply trash receptacles
- Maintain, repair and replace landscaping and trees in conjunction with the City. Tree plantings to be done in accordance with plans agreed to by both parties.

#### Cascades

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace sidewalk adjacent to street
- Maintain, repair and replace pump for the waterfall
- Repair, maintain and replace stone structures (falls and basin)
- Maintain, repair and replace turf

Forest Park Forever to:

- Maintain, repair and replace landscaping
- Maintain, repair and replace soft path
- Supply trash receptacles

- Remove loose litter

#### Bates Statue

City of St. Louis to:

- Maintain and repair statue
- Maintain and repair statue base and pedestal
- Maintain, repair and replace turf
- Repair and replace irrigation system

Forest Park Forever to:

- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Maintain, repair and replace lighting used on statues and monuments
- Maintain and operate irrigation system
- Remove loose litter

#### Dual Path (from Tamm west to Skinker, along Skinker, and east along Lindell and south to Steinberg Rink)

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace bridges
- Maintain, repair and replace drinking fountains

Forest Park Forever to:

- Maintain, repair and replace benches and bench pads
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Supply trash receptacles
- Maintain, repair and replace asphalt and soft paths, including bollards
- Maintain, repair and replace informational signage

### **ZONE 4**

#### Deer Lake Area

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace concrete sidewalks adjacent to streets
- Maintain, repair and replace turf
- Perform high mowing
- Maintain, repair and replace soft and grass paths
- Supply trash receptacles
- Remove loose litter
- Maintain, repair and replace rock slab bridges

- Maintain, repair, replace and increase natural plantings in accordance with plans approved by the parties in conjunction with Forest Park Forever
- Perform control measures on invasive plants in conjunction with Forest Park Forever
- Maintain Weirs

Forest Park Forever to:

- Supply trash receptacles
- Maintain, repair and replace informational signage
- Maintain, repair, replace and increase natural plantings in accordance with plans approved by the parties in conjunction with the City
- Perform control measures on invasive plants in conjunction with the City

### Steinberg Prairie Area

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace boardwalks
- Maintain, repair and replace Victorian bridge
- Maintain, repair and replace turf
- Perform high mowing
- Maintain, repair, replace and increase natural plantings in accordance with plans approved by the parties in conjunction with Forest Park Forever
- Perform control measures on invasive plants in conjunction with Forest Park Forever

Forest Park Forever to:

- Supply trash receptacles
- Maintain, repair, replace and increase natural plantings in accordance with plans approved by the parties in conjunction with the City
- Perform control measures on invasive plants in conjunction with the City
- Remove loose litter
- Maintain, repair and replace informational signage

### Kennedy Forest

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace trails and boardwalks
- Maintain pavilion
- Maintain and clean Comfort Station
- Maintain, repair and replace picnic tables
- Maintain, repair and replace water features
- Maintain trees along roadways and paths
- Maintain, repair and replace water control structures

Forest Park Forever to:

- Supply trash receptacles
- Maintain, repair, replace and increase natural plantings in accordance with plans approved by the parties
- Perform control measures on invasive plants
- Remove loose litter
- Maintain, repair and replace informational signage
- Maintain wetland areas
- Adjust Stop Log Structures to maintain proper water levels

Successional Forest

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace trails and bridges
- Maintain, repair and replace water control structures

Forest Park Forever to:

- Supply trash receptacles
- Maintain, repair, replace and increase natural plantings in accordance with plans approved by the parties
- Perform control measures on invasive plants
- Remove loose litter
- Maintain, repair and replace informational signage
- Maintain wetland areas
- Adjust Stop Log Structures to maintain proper water levels

Skinker Savanna

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace turf
- Perform high mowing

Forest Park Forever to:

- Supply trash receptacles
- Maintain, repair, replace and increase natural plantings in accordance with plans approved by the parties
- Perform control measures on invasive plants
- Remove loose litter
- Maintain, repair and replace informational signage

**ZONE 5**

Worlds Fair Pavilion Grounds/Government Hill

City of St. Louis to:

- Empty trash receptacles

- Maintain and clean Restrooms
- Maintain Pavilion, including metal railings
- Maintain, repair and replace turf
- Maintain and repair St. Louis Awards Statue
- Maintain, repair and replace plaza and benches around St. Louis Awards Statue
- Repair and replace irrigation system
- Maintain and replace hardscape
- Maintain, repair, replace and operate fountain

Forest Park Forever to:

- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Supply trash receptacles
- Remove loose litter
- Maintain, repair and replace concrete turtle and spheres
- Maintain and operate irrigation systems

## **ZONE 6**

### **Jewish Tercentenary Memorial, Joie de Vivre Sculpture, Sigel, and Blair Statues**

City of St. Louis to:

- Maintain, repair and replace concrete sidewalks
- Maintain and repair statues, memorial and sculptures
- Maintain and repair statue and sculpture bases and pedestals
- Maintain, repair and replace turf
- Maintain, repair and operate fountain at Jewish Tercentenary Memorial
- Repair and replace irrigation system

Forest Park Forever to:

- Maintain and operate irrigation systems
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Maintain, repair and replace lighting used on statues and monuments
- Remove loose litter
- Supply trash receptacles
- Maintain and operate irrigation systems

### **Steinberg Skating Rink Grounds**

City of St. Louis to:

- Maintain, repair and replace concrete sidewalks
- Empty trash receptacles
- Maintain, repair and replace turf

Forest Park Forever to:

- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Remove loose litter
- Supply trash receptacles

### Murphy Lake Area

City of St. Louis to:

- Maintain, repair and replace concrete sidewalks
- Empty trash receptacles
- Maintain, repair and replace turf

Forest Park Forever to:

- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Remove loose litter
- Supply trash receptacles

## ZONE 7

### Jewel Box Interior

City of St. Louis to:

- Maintain, repair and replace Jewel Box structure and systems
- Maintain, repair, design and replace seasonal displays in Jewel Box

Forest Park Forever to:

- Provide tropical interior-scape maintenance

### Jewel Box Grounds & Round About

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace concrete sidewalks
- Maintain, repair and replace asphalt drive
- Maintain, repair and replace pools and water works
- Maintain, repair and replace statues/monuments, bases and pedestals
- Maintain, repair and replace turf
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.

Forest Park Forever to:

- Supply trash receptacles
- Provide technical assistance as needed

### Pagoda Circle

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace concrete sidewalks
- Maintain, repair and replace Band Stand
- Maintain Weirs
- Maintain, repair and replace turf
- Maintain, repair, replace and operate irrigation system
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.

Forest Park Forever to:

- Supply trash receptacles
- Provide technical assistance as needed

Parks, Recreation, and Forestry Administration Building Grounds

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace concrete sidewalks
- Maintain, repair and replace turf
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.

Forest Park Forever to:

- Supply trash receptacles

**ZONE 8**

Picnic Site #7

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace pavilion
- Maintain, repair and replace sidewalks
- Maintain, repair and replace turf
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.

Forest Park Forever to:

- Supply trash receptacles

Cabanne House

City of St. Louis to:

- Maintain, repair, update, and replace Cabanne House structure
- Empty trash receptacles
- Maintain, repair and replace turf
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.

Forest Park Forever to:

- Supply trash receptacles

### Kingshighway Median

City of St. Louis to:

- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.
- Repair, maintain and replace irrigation system

### Turtle Park

City of St. Louis to:

- Maintain, repair and replace turf
- Repair, maintain and replace irrigation system
- Repair, maintain and replace pathways
- Repair and maintain statues
- Maintain signage
- Maintain, repair and replace landscaping and trees. Tree plantings to be done in accordance with plans agreed to by both parties.

Forest Park Forever to:

- Supply trash receptacles

### Greenhouse

City of St. Louis to:

- Maintain, repair, update and replace greenhouse facilities and systems
- Plan, acquire, grow and maintain plant collections for displays, gardens and other floral installations throughout the city.
- Provide bench space for FPF annuals and perennials
- Hold and maintain FPF tropical plants over winter months
- Order supplies

### Boeing Aviation Field

City of St. Louis to:

- Empty trash receptacles
- Maintain, repair and replace asphalt paths
- Drag and maintain infields
- Maintain and replace fencing
- Maintain and clean Concession Stand / Comfort Station
- Maintain, operate, repair, and replace irrigation system
- Maintain Dugouts
- Maintain, repair and replace turf

Forest Park Forever to:

- Supply trash receptacles

### **Forest Park Arboriculture Crew (FPAC)**

City of St. Louis to:

- Invoice Forest Park Forever biannually for employee cost
- May request additional equipment for FPAC, to be paid for by FPF, if salaries for crew have not or will not exceeded \$250,000

Forest Park Forever to:

- Reimburse City for salary cost, up to \$250,000, of crew consisting of:
  - Urban Forester
  - Crew Leader
  - 2 Tree Trimmers
  - Assistant Urban Forester
  - 2 Limited term employees
- Consider request for additional equipment if salaries for crew have not or will not exceeded \$250,000

## EXHIBIT C

### GENERAL STANDARDS

1. Cleaning.
  - Dirt, litter and obstructions shall be removed as needed, and leaves collected and removed.
  - All walkways, sidewalks and all other improvements and facilities, including playgrounds, shall be routinely cleaned and maintained.
  - Graffiti shall be regularly painted over or removed, as appropriate to the nature of the surface.
  - Branches damaged or felled by excessive winds, ice, vandalism, or by any other reasons whatsoever, shall be promptly gathered and placed adjacent to the street for City removal.
  
2. Snow Removal. Snow and ice shall be removed from walkways within a reasonable period of time after each snowfall or accumulation of ice. Sand and/or salt shall be spread as needed.
  
3. Landscape Maintenance.
  - Trees and shrubs shall be pruned and trimmed if they are overextended, dead or are otherwise unsafe or unsightly.
  - Weeds shall be removed from paving blocks, pavement, cobbled and concrete areas.
  - Fertilizer shall be applied to trees, shrubs, plants and other lawn areas, as appropriate.
  - Plants and trees that are dead, diseased and/or otherwise unhealthy shall be replaced with healthy specimens of substantially equal type and reasonable size.
  - Grass-covered areas and ball fields shall be reseeded and/or resodded.
  - Leaves shall be raked and collected.
  - All trees, shrubs, plantings and grass-covered areas shall be watered to maintain such vegetation in a healthy condition.
  - Grass-covered areas shall be mowed and edged.
  
4. Repairs. Repairs shall include, but not be limited to, the following:
  - Benches shall be repaired or painted.
  - Signs: All informational signs, except street identification signs, shall be maintained in a first class condition, and all vandalized or damaged signs and support systems shall be promptly cleaned or replaced with new signs and support systems that match other installed signs.
  - Visitor and Education Center shall be maintained in good condition and good working order.