



BY-LAWS
of the
OHIO RIVER BASIN ALLIANCE

APPROVED BY STEERING COMMITTEE FOR MEMBERSHIP VOTE - APRIL 19, 2013

APPROVED BY MEMBERSHIP - JUNE 30, 2013

Section I(a) Amended November 21, 2016

SECTION I. PURPOSE, MISSION, GOALS AND GUIDING PRINCIPLES

(a) Purpose

The Ohio River Basin Alliance (ORBA) is an unincorporated nonprofit association organized for public benefit and is not organized for the private gain of any person. ORBA may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these By-laws. The purpose for which this association is formed is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. More specifically, ORBA's purpose is to foster broad collaboration to advance education and science; promote collaboration with local and national governmental actions for the conservation of natural resources in the Ohio River Basin; and combat community

degradation to achieve sustainable economic growth, ecological integrity and public safety across and within political jurisdictions within the Ohio River Basin.

(b) Mission

Our mission is to maintain a successful collaboration that will recommend strategies and coordinate actions to address complex water resource challenges and priorities with a unified voice.

(c) Goals

The main goals the ORBA would like to achieve are:

- (1) determine and regularly re-assess the Basin's priorities,
- (2) get Basin stakeholders to discuss and collaborate on issues,
- (3) inform the Ohio River Basin Congressional Caucus on critical issues, and
- (4) develop, coordinate and deliver projects safely and in a timely manner.

(d) Guiding Principles

Our guiding principles are:

- (1) include all Ohio River Basin stakeholders,
- (2) leverage existing authorities, resources and capabilities to accomplish ORBA's goals,
- (3) capitalize on existing collaborations, and
- (4) do not impede or infringe on the mission of any other organization.

SECTION II. MEMBERSHIP

(a) Members

Anyone who attends an ORBA conference, or who contacts a Steering Committee member in writing or via email requesting to participate, is considered a member of the Alliance. Members are expected to participate in at least one Working Group. Members must renew their membership annually via the website or via mail or email to remain in the Alliance. Failure to renew will result in termination of membership. Members can opt out of membership by submitting a request, in writing or via email, to a Steering Committee member.

(b) Steering Committee Members

The Steering Committee shall consist of between 9 and 12 ORBA members representing a wide-range of interests in the Ohio River Basin with at least one member each from federal, state and local governments, academia, industry, non- profit organizations, and watershed groups or water coalitions. The number of members may be increased based on a recommendation, and majority vote, of the Steering Committee. Participation on the Steering Committee is voluntary.

(1) Duties

The Steering Committee is the decision-making body for ORBA and has oversight responsibility for all of ORBA's activities. The Steering Committee will represent the common interests of ORBA members to other groups or agencies as these interests relate to water resources in the Ohio River Basin. The primary function of the Steering Committee will be to move the Alliance in the direction that is most beneficial to meeting its vision, mission and goals. The Steering Committee may disseminate information related to the water resources in the Basin. It also may identify specific water-related concerns requiring intergovernmental coordination, and recommend to the federal, state and local governments that are involved in the legislative and administrative actions for effective management of water resources in the Basin.

(2) Election of Steering Committee Members

The Steering Committee members shall be elected by the membership by a majority vote with at least 30% of members participating. If at least 30% of the membership does not vote, a second notice will go out from the Chairperson requesting members who have not voted to do so within 30 days. If 30% of the membership still does not vote, the current Steering Committee members can decide to accept the results of the election based on the votes cast, or to void the election.

(3) Term of Office

The term of office for the Steering Committee Members shall be two years and they shall take office at the close of the meeting at which they are elected and shall hold office until their successors are elected. There shall be no limit to the number of terms served on the Steering Committee.

(4) Vacancies on the Steering Committee

Whenever a vacancy occurs in the Steering Committee during a committee member's regular term, the Chairperson shall put out a call to the membership requesting nominations to fill the vacant seat by someone in the same area of interest. The Steering Committee will consider all nominations and vote on the candidate they believe is best qualified for the position.

SECTION III. OFFICERS

The officers of the Steering Committee shall consist of a Chairperson and a Vice- Chairperson.

(a) Election of Officers

A Chairperson and Vice-Chairperson shall be elected every two years at the last meeting of the calendar year. Members who do not attend the meeting can vote by official proxy at the meeting or via the website.

(b) Term of Office

The term of office shall be two years and they shall take office at the close of the meeting at which they are elected and shall hold office until their successors are elected.

(c) Vacancies of Chairperson and Vice-chairperson

In the event that the office of both Chairperson and Vice-Chairperson are vacant, or in the event that the Chairperson or Vice-Chairperson are unable to perform the duties of Chairperson by reason of illness, disability or absence, the Steering Committee shall elect one of its members as Acting Chairperson, who shall perform the duties of Chairperson until the Chairperson or Vice-Chairperson resumes his/her duties, or the vacancy is filled as provided by these By-Laws.

SECTION IV. DUTIES OF OFFICERS

(a) Chairperson

The Chairperson shall preside at all meetings; call meetings at least quarterly and at other times he/she deems necessary or on request of other Steering Committee members; certify approved minutes or resolutions of the Committee; notify the membership of vacancies in the Committee, and submit budget reports as called for in Section V. The outgoing Chairperson shall serve on the Steering Committee for two years as an ex officio voting member.

(b) Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson whenever the office of Chairperson is vacant, or in the event the Chairperson is unable to perform such duties by reason of illness, disability, or absence. The Vice-Chairperson will succeed the current Chairperson as Chairperson of the Steering Committee when the current Chairperson's tenure is over.

(c) Acting Chairperson

An Acting Chairperson shall perform the duties of the Chairperson in the event the offices of Chairperson and Vice-Chairperson are vacant, or in the event that the Chairperson and Vice-Chairperson are unable to perform the duties of Chairman by reason of illness, disability, or absence. The Acting Chairperson will be selected by the Steering Committee.

SECTION V. FINANCES

The fiscal year of the Alliance shall be from January 1 through December 31. Financial records of all transactions involving Alliance funds shall be in accord with accepted accounting practices, and shall be audited once a year by an independent party as part of the Capitol Conservation District's annual audit.

SECTION VI. REPORT OF FINANCES

(a) Financial Report

The Chairperson shall prepare a financial report, listing all income and expenses. He/she shall deliver a financial report to the Steering Committee one month following a conference, or within two weeks of a request by a Committee member.

(b) Expenditures

The Chairperson can make a recommendation for an expenditure if funds are available to cover the expenditure. Steering Committee Members shall vote on the recommendation with a simple majority vote in favor, or not in favor, carrying.

SECTION VII. MEETINGS AND CONFERENCES

(a) Steering Committee Meetings or Conference Calls

Steering Committee meetings or conference calls shall be held at least quarterly. Additional meetings may be held as necessary, or on request, at the call of the Chairperson. The Chairperson shall conduct all meetings in accord with Robert's Rules of Order. The Steering Committee shall schedule at least one face-to-face meeting and at least three teleconference meetings each year. The Chairperson may call additional meetings as needed. In the event a Steering Committee member is unable to attend a meeting or conference call, he or she should designate an individual from his or her agency/organization to represent him or her in their absence.

There is no quorum necessary for conducting routine Steering Committee business, but no Steering Committee meeting will be held without at least a one-week notice to all persons on the Committee. Steering Committee meetings are open to any individuals wishing to attend and Steering Committee business conducted via email or teleconference will carry the same authority as business conducted in person.

The Steering Committee normally makes decisions by consensus, defined as "when no party objects to the proposed action or decision". However, in situations where consensus cannot be reached on questions of unusual urgency, importance, or contentiousness, voting on such questions may be conducted upon the agreement of the Steering Committee.

In situations where a Steering Committee vote is necessary, at least 25% of the sitting members must be present to form a quorum. Only decisions with a 3/4 majority vote of the present members will be enacted to help maintain the cooperative nature of the Alliance.

Steering Committee members have one vote per member and may designate proxies to vote in their absence.

The order of business for Steering Committee meetings shall be: call to order, roll call, adoption or modification of agenda, approval of the minutes from the previous meeting, reports from the Chairperson, reports from the other committee members, reports from the working group leaders, unfinished business, new business and adjournment.

(b) Conferences

Conferences shall be held at least annually to discuss water resources issues relevant to ORBA's mission, vision and goals. These issues will include, but not be limited to, water quality, water availability, climate change, ecosystem restoration and protection, sustainable growth, economic development, and water resources infrastructure.

(c) Minutes

Minutes of the meetings or conference calls shall be prepared by a Steering Committee member, or an administrative support member, appointed by the Chairperson and shall be distributed to the Steering Committee within 7 days of the meeting or conference call. Once the minutes are approved by the Steering Committee, they shall be posted on the Alliance website for all members to view.

SECTION VIII. WORKING GROUPS

(a) Formation

The Steering Committee may create working groups as the need arises. Membership shall be for a two-year term with no term limit and shall be comprised of members of the Alliance.

(1) Qualifications

Members of the working groups shall be persons who by interest, vocation, or otherwise, are considered qualified to advise the Steering Committee on matters for which the working group has been charged.

(2) Appointment of Working Group Leaders

Leaders of the working groups shall be appointed by the Steering Committee and shall serve for a minimum of two years or until a successor is appointed. Working Group Leaders will be voting members on the Steering Committee.

(b) Meetings

The working groups shall meet or conduct conference calls at the request of their Leader and shall undertake to study, advise and report on the specific charges to the Steering Committee. Minutes of the meetings shall be provided to the Steering Committee by the Leader within 30 days of the meeting or conference call.

(c) Reporting

Working groups shall report to the Steering Committee. All written reports shall be submitted to the Steering Committee and no report shall be published or released for public information without approval from the Steering Committee.

(d) Duties

The duties, responsibilities or charge to each Working Group shall be described in writing by the Steering Committee.

They shall collect, compile, analyze, interpret, coordinate, tabulate, summarize and distribute technical and other data relative to the Ohio River Basin. The Working Groups may conduct studies and may prepare reports on existing or potential problems within the Basin.

They shall advise the Steering Committee on water resource matters that concern the Basin.

SECTION IX. RULES OF ORDER

The rules contained in Robert's Rules of Order, Revised, Latest Edition, shall govern the Steering Committee in all cases to which they are applicable.

SECTION X. AMENDMENTS TO BY-LAWS

Any member of the Steering Committee may propose changes to the by-laws at any time. Proposed changes will be circulated to the Steering Committee for a period of 30 days for review, after which, a Steering Committee vote will be taken to accept or reject the changes. To change the by-laws a 3/4 majority vote of all seated Steering Committee membership is required, and will be conducted electronically. Once a vote is called for, no response within 10 business days indicates "informed consent" to the changes.