



**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

Sections II(b), II(b)(2), and V Amended October 23, 2017

Sections II(b)(2), III, III(a), VI(a), VI(b), and VI(c) Amended September 24, 2018

Sections II(a), III(a), IV(a), and VIII(d) Amended January 4, 2021

Sections II (b) and II(c) Amended February 25, 2022

Changes throughout to update to current practice. Amended June 24, 2024

## 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, state, 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 of the Ohio River Basin 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) ORBA Members

Anyone who attends an ORBA conference, or who contacts a Board of Trustees member in writing or via email requesting to participate, is considered a member of the Alliance. An email will be sent to members who have had no engagement with ORBA for a period of two years and an affirmative response will be required to retain membership. Members can opt out of membership by submitting a request, in writing or via email, to a Board of Trustees member.

(b) Board of Trustees Members

The Board of Trustees, including the officers, shall consist of at least 9 ORBA members representing a wide-range of interests and states in the Ohio River Basin with at least one member each from state and local governments; academia; industry; non-profit organizations; and watershed groups or water coalitions. The Board of Trustees includes elected members; a representative appointed by the fiscal sponsor; the Working Group leaders (appointed by the Board of Trustees); and Treasurer (appointed by the Board of Trustees); and a representative appointed by the Diversity, Equity, and Inclusion

Accountability Subcommittee. The number of Board of Trustees members may be increased above the minimum of 9 by a majority vote of the Board of Trustees. Participation on the Board of Trustees is voluntary.

(1) Duties

The Board of Trustees is the decision-making body for ORBA and has oversight responsibility for all of ORBA's activities. The Board of Trustees 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 Board of Trustees will be to move the Alliance in the direction that is most beneficial to meeting its vision, mission and goals. The Board of Trustees may disseminate information related to the water resources in the Basin. It also may identify specific water-related concerns requiring intergovernmental coordination, and recommend solutions 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) Appointment and Election of Board of Trustees Members

The fiscal sponsor may appoint one ex officio member to the Board of Trustees with the same privileges as other Board of Trustees Members. The Treasurer (see Section III) will serve as an ex officio member of the Board of Trustees with the same privileges as other Board of Trustees Members for the duration of his/her term as Treasurer. The representative appointed by the Diversity, Equity, and Inclusion Accountability Subcommittee (see Section III) will serve as a member of the Board of Trustees with the same privileges as other Board of Trustees Members for the duration of his/her term.

At least three months prior to the last membership meeting of the calendar year, the Board of Trustees will determine the leadership positions (Vice-Chairperson and Board of Trustees)

that will need to be filled for the next year by an ORBA membership election. The Board of Trustees shall solicit nominations from the membership to fill those positions. The Board of Trustees will seek to ensure that nominations are sufficient to maintain adequate diversity of interests and states. ORBA members shall be provided information about the candidates via digital distribution. ORBA members will be invited to vote to fill the open positions via email or other electronic method selected by the Board of Trustees.

The Board of Trustees openings will be filled based on the number of votes received, i.e., if there are five open Board of Trustees positions, the nominees with the top five numbers of votes will be elected. In the event there is a tie for the final Board of Trustees position, (1) a run-off will be held between those persons that are tied using the same electronic method as the election, or (2) the Board of Trustees may, at its sole discretion, choose to expand the number of Board of Trustees Members both of the nominees.

The Vice-Chairperson nominee with the majority of the votes will be elected. In the event that no candidate has a majority of the votes, a run-off election will be held using the same electronic method as the election.

### (3) Term of Office

The term of office for the Board of Trustees Members shall be approximately 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 Board of Trustees.

### (4) Vacancies on the Board of Trustees

Whenever a vacancy occurs resulting in the Board of Trustees dropping below 9 members,, 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 Board of Trustees will consider all nominations and vote on the candidate(s) they believe is best fit for the position, based on qualifications and diversity considerations.

### SECTION III. OFFICERS

The officers of the Board of Trustees shall consist of a Chairperson, a Vice-Chairperson, and a Treasurer.

#### (a) Election of Officers

A Vice-Chairperson shall be elected every two years and installed at the last Membership meeting of the calendar year following the election process described for Board of Trustees Members in Section II(b)(2). After serving as Chairperson, a Member again may be nominated and elected as a Vice-Chairperson. The Board of Trustees shall elect a Treasurer from among ORBA's Members by simple majority vote.

#### (b) Term of Office

The term of office for the Vice-Chairperson, Chairperson, Past Chairperson, and Treasurer shall be two years. The Vice-Chairperson shall take office at the close of the Membership meeting following their election and shall hold office until the last Membership meeting in the second year of their term. At that Membership meeting the Vice Chair transitions into the role of Chairperson for approximately two years and the Chairperson transitions into the role of Past Chairperson (and ex officio Board of Trustees member) for approximately two years.

[Note: The terms of positions elected by ORBA membership are approximate because terms begin and end on the date of the last ORBA membership meeting of the year.]

The Treasurer shall assume office when elected by the Board of Trustees and serve for two calendar years.

(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 Board of Trustees 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 Board of Trustees members; certify approved minutes or resolutions of the Board of Trustees; and notify the membership of vacancies in the Board of Trustees. Unless the Board of Trustees selects a Chief Operating Officer, the Chairperson shall function in this role, having responsibility for coordinating ORBA's activities, making routine decisions for ORBA, and acting as ORBA's spokesperson. The outgoing Chairperson shall serve on the Board of Trustees 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 Board of Trustees when the outgoing 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 Board of Trustees as specified in Section III(c).

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 maintained by the Ohio River Valley Water Sanitation Commission, as ORBA's successor fiscal sponsor, in accordance with generally accepted accounting practices, and shall be audited once a year by an independent party as part of the fiscal sponsor's annual audit.

SECTION VI. REPORT OF FINANCES

(a) The Treasurer will have authority to approve travel requests and other expenditure requests of less than \$1,000. When the Treasurer makes a travel or expenditure request if less than \$1,000, ORBA's Chairperson is authorized to approve the request. Expenditure requests greater than \$1,000 require approval by the Board of Trustees (see Section VI(c)).

(b) Financial Report



The fiscal sponsor shall prepare monthly financial reports, listing all income and expenses. The report shall be reviewed and approved by the Treasurer who shall deliver a financial report to the Board of Trustees each month. Financial accounting for a project or event shall be completed within one month following completion of a project or event.

(c) Expenditures

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

## SECTION VII. MEETINGS AND CONFERENCES

(a) Board of Trustees Meetings or Conference Calls

Board of Trustees 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.

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

The Chairperson shall conduct all meetings using a modified consensus approach. The Board of Trustees 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, the Chairperson shall conduct the decision process in accord with Robert’s Rules of Order.

In situations where a Board of Trustees vote is necessary, at least 25% of the sitting members must be present at a face-to-face meeting to form a quorum. Only decisions with a 3/4 majority vote of the present members or voting electronically will be enacted to help maintain the cooperative nature of the Alliance. Board of Trustees members have one vote per member and may designate proxies, in writing, to vote in their absence.

The order of business for Board of Trustees 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 should 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

A Secretary will be appointed by the Chairperson for the purpose of preparing minutes or coordinating artificial intelligence creation of minutes of the meetings or conference calls. The Secretary is not an officer or Board of Trustees member and serves at the pleasure of the Chairperson. Minutes shall be distributed to the Board of Trustees within 7 days after the meeting or conference call. Once the minutes are approved by the Board of Trustees, they shall be posted on the ORBA website for all ORBA members to view.

## SECTION VIII. WORKING GROUPS

### (a) Formation of Working Groups

The Board of Trustees 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 Board of Trustees 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 Board of Trustees and shall serve for a minimum of two years or until a successor is appointed. Working Group Leaders will be ex officio voting members of the Board of Trustees.

### (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 Board of Trustees. Minutes of the meetings shall be provided to the Board of Trustees by the Leader within 30 days of the working group meeting or conference call.

### (c) Reporting

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

(d) Duties

The duties, responsibilities or charge to each Working Group shall be described in writing by the Board of Trustees.

They shall advise the Board of Trustees on water resource matters that concern the Basin.

## SECTION IX. COMMITTEES

(a) Formation of Committees

The Board of Trustees may create committees as the need arises. Committee chairs or co-chairs will be appointed by the Board of Trustees. The Board of Trustees will establish three standing committees: Diversity, Equity and Inclusion Accountability; Communications; and Chairs.

(1) Diversity, Equity, and Inclusion Accountability Committee

A Diversity, Equity, and Inclusion Accountability Committee, comprised of diverse members, shall be a standing committee of the Board of Trustees serving a strategic role to ensure inclusion of all Ohio River Basin stakeholders.

(2) Communications Committee

A Communications Committee, comprised of diverse members, shall be a standing committee of the Board of Trustees serving an operating role of leading or coordinating the work of planning and executing ORBA communications. The volunteers comprising this

committee will have appropriate knowledge and skills necessary for effective communication.

(3) Chairs Committee

A Chairs Committee, comprised of Chairperson, Vice-Chairperson, and Past-Chairperson, shall be a standing committee of the Board of Trustees to serve as an executive committee to manage daily operations; to make routine or urgent decisions on behalf of the Board of Trustees; to provide governance for the organization; and to ensure that appropriate information is shared timely with the Board of Trustees.

(b) Meetings

The committees will meet at times and frequencies necessary to achieve their responsibilities.

(c) Reporting

Committees shall report to the Board of Trustees. All written reports shall be submitted to the Board of Trustees and no report shall be published or released for public information without approval from the Board of Trustees.

(d) Duties

The duties, responsibilities or charge to each committee shall be described in writing by the Board of Trustees.

## SECTION X. RULES OF ORDER

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

## SECTION X. AMENDMENTS TO BY-LAWS

Any member of the Board of Trustees may propose changes to the By-laws at any time. Proposed changes will be circulated to the Board of Trustees for a period of 30 days for review, after which, a Board of Trustees vote will be taken to accept or reject the changes. To change the By-laws a 3/4 majority vote of all seated Board of Trustees 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.