

**BYLAWS
OF
THE CENTRAL OHIO RIVER BUSINESS ASSOCIATION
(CORBA)**

ARTICLE I — Name, Purpose and Mission

1.1 Name. The name of the organization shall be The Central Ohio River Business Association (“CORBA”). CORBA shall be a nonprofit organization incorporated under the laws of the State of Ohio

1.2 Purpose and Mission. CORBA is an alliance of business and industry engaged in river commerce on and along the Ohio River from approximately mile 318 to 550. The mission of CORBA is to unite the river businesses and industry into a common voice to promote commerce, safety, environmental stewardship, public relations and security of the precious resource known as the Ohio River in any manner as may be allowed under Ohio law for a nonprofit organization. CORBA will establish open lines of contact and communication on behalf of our members with port authorities, municipalities, federal, state, and local representatives, government agencies (including security, safety, and environmental), state and local departments of transportation, chambers of commerce, and other river stakeholders in the central Ohio River region.

ARTICLE II — Membership

2.1 Eligibility for Membership. Application for voting membership shall be open to any business interests who have significant dependence on the Ohio River and its tributaries in their operations including, but not limited to, tow and fleet operators, terminals, shippers, utilities, marinas, and the restaurant and recreational industry. Any business interests so qualified shall be granted membership after completion and receipt of a membership application, a majority vote of the Board in favor of membership and the payment of membership fees and dues as established by the Board consistent with section 2.2.

2.2 Fees and Dues. The Board of Directors shall determine, by majority vote, the amount of any initiation fee, if any, to be paid by any party wishing to become a member of CORBA. The Board shall also determine the amount of the annual dues, if any, to be paid by members on an annual basis. Continued membership, including the right to vote on any issue before the membership, is contingent upon being up-to-date on membership dues.

2.3 Rights of Members. Each member shall be eligible to appoint one voting representative to cast that member’s vote in Association elections.

2.4 Resignation and Termination. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously

accrued. A member can have their membership terminated by a majority vote of the membership for any reason.

2.5 Non-voting Membership. The Board shall have the authority to establish and define non voting categories of membership, including the rights of those members and any fees or dues.

2.6 Approval of Member. The approval of any new voting or non-voting member shall be by a simple majority vote of the Board of Directors. Each Director shall exercise his/her own discretion and judgment with respect to whether an applicant possesses the appropriate qualifications to become a member.

ARTICLE III — Meetings of Members

3.1 Annual Meeting. An annual meeting of the members shall take place on a specific date, time and location of which will be designated by the Chair. At the annual meeting the members shall elect Directors and Officers, receive reports on the activities of the Association, and determine the direction of the Association for the coming year. The annual meeting may be held concurrent with any regular meeting.

3.2 Regular Meetings. Regular meetings of the members shall be held on a bi-annual basis during the calendar year, at a time and place designated by the Chair. Additional regular meetings may be scheduled as needed. However, there shall be no more than four regular meetings during any calendar year.

3.3 Special Meetings. Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by twenty percent of the active voting members may also call a special meeting.

3.4 Notice of Meetings. Notice of each meeting shall be given to each voting member, by mail or electronic mail, not less than two weeks prior to the meeting.

3.5 Quorum. The members present at any properly announced meeting shall constitute a quorum.

3.6 Voting. All issues to be voted on, unless otherwise noted, shall be decided by a simple majority vote of the voting members.

Each voting member shall have one vote, which may be exercised in favor of or against any matter or issue which comes before the Association as a whole for consideration. Each voting member shall have the right to cast its vote, either in person or through its duly authorized representative at any meeting properly called to order for which the matter at issue is to be decided.

Each voting member shall also have the right to cast its vote via use of a proxy or absentee ballot, which may be exercised in favor of or against any matter or issue which comes

before the Association as a whole for consideration. At a minimum, the form of the proxy or absentee ballot shall provide the name of the voting member, a date of execution, a date of expiration, and shall clearly identify the matter or matters on which the proxy may be exercised, or the matter or matters for which an absentee ballot shall be cast. The proxy or absentee ballot, to be considered valid, must be delivered to the Secretary for the meeting for which the proxy or absentee ballot is to be exercised, one hour prior to the scheduled commencement of that meeting, by mail, electronic mail or any other method established by the Association. The Secretary for the meeting for which the proxy or absentee ballot is to be exercised shall have the sole authority to determine whether a proxy vote has been properly delivered.

No appointment of a proxy shall be valid after the expiration of eleven months from the time it is issued, nor shall the use of a proxy or absentee ballot otherwise excuse a voting member from absence at a meeting.

3.7 Conduct of Meeting. All meetings shall be conducted in a manner consistent with these bylaws. To the extent any question may arise with respect to the operation of any meeting not covered in these bylaws, then and in that event the Chair of the Board shall have the sole discretion to resolve the question after so much or so little discussion as the Chair may allow.

ARTICLE IV — BOARD OF DIRECTORS

4.1 Board Role, Size, and Compensation. The Board is responsible for overall policy and direction of the Association, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall consist of seven Directors, but may be expanded, upon majority vote of the then active members. At no time shall the number of Directors exceed twelve, and in no event, other than the death of a Director, shall the number of Directors be less than seven. The Board receives no compensation other than reasonable expenses. In expanding to twelve, there could be an occasion where there is a tie on a vote by the Board. In the event that there would be the occasion of a tie, the Executive Director would cast the deciding vote.

4.2 Terms. All Board of Directors shall serve two-year terms, to be served on a staggered basis so that approximately one half of the Board of Directors shall be elected on a yearly basis. During the initial election of the Board of Directors, in order to set staggered elections, a number of Directors equal to a simple majority of the Directors to be elected shall be elected to serve an initial term of one (1) year and the remaining Directors to be elected shall serve for a two (2) year term. Thereafter, each Director shall serve two (2) year terms, until the election and qualification of their successors.

4.3 Meetings and Notice. The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least two weeks in advance. The rules contained in the most current edition of Robert's Rules of Order shall govern all Association meetings where they are not in conflict with the bylaws, rules of order, or other rules of the of the Association as adopted herein.

4.4 Board Elections. New Directors and current Directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple

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majority vote of the voting members.

4.5 Election Procedures. A Board Development Committee shall be responsible for nominating a slate of prospective Board members representing the Association's diverse constituency. In addition, any active voting member can nominate a candidate to the slate of nominees. All active voting members will be eligible to send one representative to vote for any Director's seat available and open that year.

4.6 Quorum. At least forty percent of the Board of Directors shall be required in order for a quorum to exist for business transactions to take place and motions to pass.

4.7 Officers and Duties. There shall be four Officers of the Board, consisting of a Chair, Vice-Chair, Secretary, and Treasurer. The term for each of the four Officers of the Board shall be two years which shall coincide with the fiscal year(s). The initial Officers of the Board shall be elected by a simple majority vote of a quorum of the Board at the first meeting of the Association. Thereafter, any vacancy in a position of an Officer of the Board, whether for expired term, unexpired term, or any other reason, shall be filled as soon as possible by a simple majority vote of a quorum of the Board at any meeting of the Board for which a quorum is found to exist. The duties of the Officers are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer. The Chair shall serve for a two year term that shall run contemporaneous to the fiscal year(s) of the Association and shall be appointed from the prior year's Vice-Chair. Should there be a vacancy in the position of Chair for which the Vice-Chair is unable or unwilling to assume the position of Chair, then and in that event, the position of Chair shall be filled by the election by the Board, by a simple majority vote of a quorum of the Board. No individual shall serve as Chair for a term greater in length than two consecutive twelve month terms.

The Vice-Chair shall chair committees on special subjects as designated by the Board. The Vice-Chair shall assist the Chair as needed. The Vice-Chair shall serve for two years and shall be elected by a simple majority vote of a quorum of the Board. It is anticipated that the Vice-Chair shall succeed to the position of the Chair of the Board after serving as Vice-Chair.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The secretary shall serve a two year term and shall be elected by a simple majority vote of a quorum of the Board.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The treasurer shall

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follow generally accepted accounting principles in the handling of the financial records for the organization. The Treasurer shall have the authority to maintain and handle the accounts and funds of the Association, and shall be authorized to keep those funds in any appropriate account as may be authorized by the Board of Directors. Any expenditure of CORBA funds shall require the approval and signature of the Treasurer and at least one other member of the Board. The Treasurer shall serve a two year term and shall be elected by a simple majority vote of a quorum of the Board.

4.8 Vacancies. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new Board members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

4.9 Resignation, termination, and absences. Resignation from the board of directors must be in writing and received by the Secretary. A board of director member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for any other reason by a three-fourths vote of the remaining directors.

4.10 Special meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two weeks in advance.

4.11 Indemnification. The Association shall hold harmless and indemnify the Board of Directors for all actions undertaken by them in the reasonable exercise of their powers on behalf of the Association and its goals.

ARTICLE V — COMMITTEES

5.1 Committee Formation. The Board may create committees as needed in order to advance the mission and purpose of the Association, such as fundraising, housing, public relations, data collection, etc. The Board Chair appoints all committee chairs.

5.2 Executive Committee. The Executive Committee shall consist of the four Officers of the Board of Directors. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

5.3 Finance Committee. The Treasurer is the chair of the Finance Committee, which shall include no less than three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members consistent with the goals as set by Board and with generally accepted

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accounting principles. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The annual reports and the finances of the organization shall be submitted for an independent third-party audit/review annually. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

ARTICLE VI — DIRECTOR AND STAFF

6.1 Executive Director. An Executive Director may be appointed by and serve at the pleasure of the Board. This position can be at will or pursuant to a contract and can be either for pay or on a volunteer basis, as shall be determined by the Board of Directors. If appointed, the Executive Director shall have day-to-day responsibility for the Association, including carrying out the Association's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the Association, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE VII — AMENDMENTS

7.1 Amendments. These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on _____, 2011.

Secretary Date

