

BYLAWS

Ohio River Valley Water Sanitation Commission
5735 Kellogg Avenue
Cincinnati, Ohio 45230
Phone: 513-231-7719
Fax: 513-231-7761

Adopted by Commission Action June 13, 2024

I. NAME

The name of this body is the Ohio River Valley Water Sanitation Commission, hereinafter referred to as “the Commission”.

II. OBJECT

The object of the Commission is to administer and enforce the provisions of the Ohio River Valley Water Sanitation Compact, hereinafter referred to as “the Compact”.

III. FISCAL YEAR

The fiscal year of the Commission shall begin on July 1 and close on June 30.

IV. MEMBERSHIP

The Commission shall consist of three Commissioners from each state signatory to the Compact, and three Commissioners representing the United States Government, all of whom shall be appointed in the manner provided for in Article IV of the Compact and shall have the qualifications therein specified.

A proxy for any Commissioner will be recognized only to the extent authorized by appropriate legislation of the state represented by that Commissioner or, in the case of a Commissioner representing the United States Government, to the extent authorized by appropriate resolution of Congress.

Written evidence of the authority of any proxy shall be presented to the Secretary or to the Chairman of the Commission prior to any meeting, and shall thereafter be delivered to the Treasurer to serve as authority for reimbursement of expenses of the proxy in attending the meeting.

Each Commissioner shall transmit to the Executive Director for filing at the office of the Commission a copy of his/her appointment or reappointment. Each new appointment and each reappointment shall be announced by the Secretary at the first Commission meeting following the date thereof, and shall be made a part of the record of the meeting.

V. **OFFICERS, THEIR ELECTION, TENURE AND DUTIES**

The officers of the Commission shall be a Chairman, Vice-Chairman, Secretary, Treasurer and Executive Director. The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected from among the members of the Commission, but no other officer need be so qualified. The Secretary and Treasurer office may be filled by a single member of the Commission as a dual role. Neither the Chairman, Vice-Chairman, Secretary nor Treasurer shall receive compensation for the performance of the duties of those officers.

The Chairman, Vice-Chairman, Secretary and Treasurer shall hold office for a term of one year, or until their respective successors have been elected and qualified. Each officer shall take office as of July 1 after his or her election. The Executive Director shall hold office at the pleasure of the Commission; subject to whatever terms and conditions the Commission may from time to time prescribe.

The election of all officers of the Commission, with the exception of the Executive Director, shall be held at the meeting of the Commission immediately preceding the July 1 of each year. Prior to that meeting the Chairman shall appoint a Nominating Committee, consisting of three Commissioners, at least one of whom shall be past-Chairman to prepare and present to the Commission a list of candidates for the offices to be filled, as hereinabove provided, but nothing herein contained shall prevent additional nominations for such offices to be made from the floor at the time of election.

In the event of the death of any duly elected officer or in the event of a finding by the Commission or by the Executive Committee that any such officer has become disabled to the degree that the office must be declared to be vacant, the vacancy created by either eventuality shall be filled through designation, by appropriate action of the Commission or the Executive Committee, of a successor who shall serve until the next regular election of officers.

A. **THE CHAIRMAN**

The Chairman shall preside at all meetings, appoint committees, sign all official orders or other official documents of the Commission, and perform all other duties appropriate to the office of the Chairman of the Commission. The Chairman shall also serve as the Chairman of the Executive Committee and may participate in the deliberations of any committee created by the Commission.

B. **THE VICE-CHAIRMAN**

The Vice-Chairman shall perform the duties of the Chairman in the event the office of Chairman is vacant, or the Chairman is unable to perform the duties by reason of illness, disability or absence. The Vice-Chairman shall also serve as the Chairman of the Program and Finance Committee. The Vice-Chairman shall be a member of the Executive Committee. Upon the death of or resignation of the Chairman, the Vice-Chairman shall succeed to the Chairmanship for the remainder of the unexpired term of the Chairman, and a new Vice-Chairman shall be elected by nomination from the floor at the next regular meeting. In the event the offices of the Chairman

and Vice-Chairman are both vacant, or in the event the Chairman and Vice-Chairman are unable to perform their duties by reason of illness, disability or absence, the most recent past-Chairman available shall become, ex-officio, the Acting Chairman of the Commission and shall perform the duties of the Chairman until the Chairman or the Vice-Chairman becomes available or until the vacancy has been filled by an election.

C. THE SECRETARY

The Secretary shall certify the existence of a quorum at any meeting and certify representation by proxy and record votes when necessary. The Secretary shall perform such other duties as shall be assigned by the Commission or the Executive Committee.

D. THE TREASURER

The Treasurer, with the support of the Director of Finance and Administration, shall have custody of all funds of the Commission and, subject to the limitations hereinafter provided, shall establish and maintain such account or accounts for the deposit of such funds as he may deem to be necessary or convenient to the efficient operation of the Commission, shall invest, until needed, any funds not required for immediate use or disbursement, shall disburse the Commission funds and shall otherwise handle and manage them. The Treasurer shall provide a financial status report to the Commission at each Commission meeting and will serve as an ex officio member of the Audit Committee to facilitate the completion of the Commission's annual audit. In the event of the non-availability or temporary incapacity of the Treasurer, any of the foregoing functions of that office may be performed by an Acting Treasurer specifically designated by action of the Commission.

E. THE EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Executive Officer of the Commission, and administrative head of the Commission staff. The Executive Director shall perform such duties including the signing of contracts as may be assigned by the Commission, the Chairman or the Executive Committee. In the event the Executive Director is unable to perform the position's duties for any reason, the Chairman, with the concurrence of the Executive Committee, shall designate a person to serve on an interim basis until such time as the Director becomes available or until a successor shall have been appointed. In the event of the absence of the Executive Director any of the foregoing functions of that office may be performed by an Acting Executive Director specifically designated by appropriate action of the Commission.

VI. ADDITIONAL STAFF

The Executive Director shall name and appoint such additional consultants and employees as may be authorized in the Commission's approved budget and designate their duties and tenure and under whose supervision and direction they shall serve. It is the policy of this Commission to assure equal opportunity for all applicants and employees. In furtherance of this policy, the Commission will not discriminate and will take affirmative action to ensure that applicants for employment, and employees, are treated without regard to their race, color, religion, gender, sexual preference, national origin, age, handicapping condition, marital status, political affiliation, or any other status protected under applicable federal, state or local laws governing nondiscrimination in employment.

VII. THE LEGAL COUNSEL

The Legal Counsel to the Commission shall be the legal advisor of the Commission and shall furnish to the Commission and to the Executive Director such opinions, advice and counsel as shall, from time to time, be required. Legal Counsel shall represent the Commission in legal matters and hearings as directed by the Commission and shall, from time to time, perform such other duties as shall be assigned by the Commission. Compensation to be paid to the Legal Counsel shall be set from time to time by the Commission.

The Executive Director is authorized to engage Conflict legal Counsel to provide legal service to the Commission for matters where the Commission's primary Legal Counsel is unable to do so because of conflict of interest.

VIII. MEETINGS

Regular meetings of the Commission shall be held on the second Thursday of February, June and October, or at such time as may be designated by the Chairman. The agenda for each regular meeting of the Commission shall be mailed to members of the Commission not later than three weeks prior to the date of the meeting. Additional items may be placed on the agenda with the consent of a majority of the Commissioners present at any meeting.

Special meetings may be called at any time and place by the Chairman, or in his absence or non-availability, by the Vice-Chairman or Acting Chairman, and shall be called at the request of a majority of the Commissioners of at least three states, or by a majority of the Executive Committee.

Notice of special meetings shall be given by telephone or electronic means at least five days prior to the date of the meeting, or by mail at least seven days prior to the date of the meeting. The subject matter to be discussed or acted upon at a special meeting of the Commission shall

be set forth in the call for the meeting and no other subjects may be considered at such meeting except by the unanimous consent of those present.

Meetings of the Commission shall be open to the public except that the Commission reserves the right to hold executive sessions at the direction of the Chairman for discussion of internal matters or such matters as in the judgement of the Commission call for such consideration. Executive sessions shall be attended only by Commissioners and their duly authorized proxies, except that the Chairman may, at his discretion, invite members of the staff or others to attend for all or any portion of an executive session.

Minutes shall be taken of all meetings of the Commission and, upon adoption by the Commission, shall be retained as the official record of Commission actions. Audio recordings of meetings shall be retained for not less than three years after the meeting date.

IX. QUORUM

One or more Commissioners or their properly constituted proxies from a majority of the signatory states shall constitute a quorum for the transaction of business.

X. VOTING

Voting shall be done by voice vote, except that, upon demand of any member, a roll call shall be made and this vote recorded upon any motion, resolution or other action. The affirmative vote of at least a majority of the Commissioners present at any meeting shall be necessary for the adoption of any motion, resolution or amendment, or for any other action of the Commission, except as governed by Article IX of the Compact. Action under Article IX of the Compact shall be taken only by a roll call vote.

XI. OPERATING FUNDS

The amount of money to be required for the operation of the Commission for any fiscal year shall be recommended by the Commission for approval by the Governors, and shall be provided by the signatory states as set forth in Article X of the Compact.

Not later than six weeks prior to the meeting of the Commission immediately preceding July of each year, the Executive Director shall submit an operating budget for the next fiscal year to the Program and Finance Committee for review. The Program and Finance Committee shall present its recommendations for the operating budget to the Executive Director for direct transmission to members of the Commission not less than three weeks prior to the meeting of the Commission immediately preceding July first.

Except for the maintenance of a petty cash fund at the offices of the Commission in the amount necessary to cover incidental expenses, but not in excess of the sum of \$200, all funds of the Commission shall be deposited in a checking, savings or investment account or accounts, as the Treasurer may deem to be necessary or convenient for the efficient operation of the Commission, in a national bank or national banking association having adequate deposit insurance to protect, fully, any such account; provided, however, that, to the extent the operations of the Commission will not be impaired, any Commission funds not required for immediate use of disbursement

may be invested, until needed, in short-term United States Government securities, as selected by the Treasurer, either by direct purchase or by acquisition through and deposit in a book account established and maintained with any depository of the Commission's funds.

XII. WITHDRAWAL OF FUNDS

All vouchers for withdrawal of funds from any deposit account of the Commission must be approved for payment by the Executive Director or in his/her absence the Director of Finance and Administration. All checks, drafts or other documents for the withdrawal of any of Commission funds or letter of credit transfers shall be signed by any two of the following: the Treasurer; the Chairman of the Program and Finance Committee; the Executive Director; the Finance Director; or one additional staff member chosen by the Executive Director, the Director of Finance And Administration, or one additional staff member chosen by the Executive Director, all of whom shall be covered by a suitable fidelity bond.

Disbursements of funds shall be made in accordance with budgets adopted by the Commission or in accordance with other actions or other directions of the Commission authorizing expenditures; provided that requests for expenditures not so covered may be submitted to the Commission for approval, or, in an emergency, to the Executive Committee for approval by a majority of its membership.

The Commission Chairman and the Commission Secretary are each designated as authorizing officials for the purpose of certifying the authority of the above-designated signatories to sign draws against letters of credit.

An annual audit of the Commission's financial records shall be made as of the close of the fiscal year of the Commission by certified public accountants approved by the Commission.

XIII. COMMITTEES

There shall be three categories of committees for the Commission, i.e. standing committees, ad hoc committees, and advisory committees. Unless otherwise herein provided, all members of committees shall be normally appointed annually by the Chairman of the Commission but shall serve until replaced or until the committee on which they may be serving is duly discharged. The Commission Chairman shall also designate the Chairman for each standing and ad hoc committee, and designate a temporary Chairman in the event a committee Chairman is absent. Each advisory committee shall be responsible for naming its Chairman. In order to fulfill its responsibilities, any committee may establish such subcommittees, work groups or task groups as may be deemed appropriate with the approval of the Commission Chairman. Members of subcommittees, work groups or task groups may include any person who has appropriate subject expertise relevant to the Committee's work. In the case where an established subcommittee requests reimbursement of travel expenses not authorized within the adopted budget, such reimbursement must be approved by the Commission Chairman. All committees shall report directly to the Commission. Committees, subcommittees, work groups or task groups shall not be authorized to act or to speak on behalf of the Commission unless expressly conferred.

The Executive Director is hereby authorized to establish Scientific Work Groups on an as needed basis that shall be comprised of individual scientists with expertise in areas where the

Commission, its Committees, the Executive Director or staff need better information to make better decisions. Except as set forth in the following sentence, members of the Work Group shall serve on a voluntary and as needed basis and shall work directly with the appropriate Committee or staff members, under the coordination and direction of the Executive Director.

Standing committees, with duties and functions as hereinafter set forth, shall be: Executive Committee, Audit Committee, Nominating Committee, Program and Finance Committee, Pension Trust Committee, Personnel Committee, Pollution Control Standards Committee, Technical Committee, Congressional Liaison Committee, and Water Resources Committee. Except as hereinafter specified, all members of standing committees shall be duly appointed Commissioners or their proxies, pursuant to the legislative authorizations of the respective signatory states.

1. Executive Committee. The Executive Committee shall consist of one Commissioner from each state, to be designated by the Commissioners from such state; one Commissioner of the United States, to be designated by the Commissioners representing the United States; the Commission Chairman, the Commission Vice-Chairman and the immediate past-Chairman of the Commission. The Secretary may be an ex officio non-voting member. Either of the other Commissioners from any state or the United States may serve as an alternate in the absence or disability of the designated member of the Executive Committee at any of its meetings. A member of the Executive Committee may not be represented by proxy, except as authorized by laws of his state, or in the case of the representative of the United States, except in accordance with federal law. The Executive Committee, during the interim between regular or special meetings of the Commission, shall act for the Commission within limits from time to time established by the Commission and shall make recommendations to the Commission with respect to changes in policies and strategies for implementation of program components as it may deem to be required or desirable under changing conditions and circumstances, and shall evaluate emerging issues and, as appropriate, assign responsibility for addressing them to appropriate Commission Committees or Subcommittees. In instances of Executive Committee action involving implementation of a Consent Decree or other similar order entered into by the Commission pursuant to its enforcement authority as provided in Article IX of the Compact, the Executive Committee, for purposes of such action, shall be expanded as necessary to include all three of the Commissioners from the state from which the discharge occurs; and any such Executive Committee action may be taken only with the assent of a majority of such state's Commissioners. Actions of the Executive Committee may be taken by mail, facsimile, electronically or by telephone conference, confirmed by mail, facsimile, or electronically.
2. Audit Committee. The Audit Committee shall be composed of at least three Commissioners in addition to the Commission's Treasurer, who will serve as an ex officio member of the Audit Committee. The Audit Committee shall review the outside auditor's year-end report and shall present it to the commission. It shall have authority to conduct an audit of all books and

accounts of the Commission at any time. The Audit Committee, at the regularly scheduled meeting of the Commission immediately prior to the beginning of each new fiscal year, shall present for approval by the Commission a recommendation for designation of a certified public accountant to serve as outside auditor for the next fiscal year.

3. Nominating Committee. The Nominating Committee shall consist of three Commissioners; at least one of whom shall be a past-Chairman of the Commission. It shall prepare and present to the Commission at the meeting held immediately prior to July 1 of each year a slate of candidates for the offices to be filled as hereinabove provided. Nothing herein contained shall prevent additional nominations of candidates for such offices.
4. Program and Finance Committee. The Program and Finance Committee shall be composed of at least one Commissioner, or their duly appointed proxy, from each signatory state and the federal government, the Chairman of the Technical Committee, the Executive Director, and the Treasurer as ex officio non-voting members. It shall review the Commission's programs and shall make recommendations with respect to the annual operating budget of the Commission. It shall prepare for the Commission's ratification and submission to the Governors of the signatory states for approval the amount of appropriations necessary to be made by the states to carry on the work and objectives of the Ohio River Valley Water Sanitation Commission.
5. Pension Trust Committee. There shall be a Pension Plan for employees of the Commission as established by the Commission on October 2, 1951, and as revised June 8, 2017. Its affairs shall be managed by a Pension Trust Committee, which shall consist of not less than three Commissioners who shall be appointed from time to time by the Commission to serve at the pleasure of the Commission. One additional Pension Trust Committee member shall be from the Commission staff. The Committee shall annually assess the need for an inflationary increase to the pensions of retired employees. If an increase is recommended to the Commission said recommendations shall be made so that it will allow the increase to become effective on July 1 of the same calendar year. Inflationary increases shall apply to retirees, or their survivors, that are currently receiving pension payments, and who have received pension payments for at least twelve months.
6. Personnel Committee. The Personnel Committee shall consist of at least three Commissioners. With the assistance of the Executive Director, it shall, maintain a salary table for the Commission employees, showing ranges for various classes. From time to time, it shall make changes in salary ranges as may be warranted and, otherwise, shall monitor and assist in the administration of personnel matters as established by the Commission's Administrative Procedures.

7. Pollution Control Standards Committee. The Pollution Control Standards Committee shall be comprised of six or more members with at least one Commissioner from each of the six states bordering the Ohio River, with the Chairman of the Technical Committee, the Executive Director and Legal Counsel as ex officio non-voting members. It shall review the Commission's Pollution Control Standards on a triennial basis and may review specific standards as needed. It shall report its findings to the Commission and recommend actions pursuant to Article VI of the Compact. Further, the committee shall meet as necessary to review instances of significant non-compliance with the Compact and the Commission's Water Pollution Control Standards and provide reports and recommendations to the Commission as appropriate. At minimum, prior to the regular October Commission meeting each year, the Pollution Control Standards Committee will review an annual Summary report of the previous (fiscal) year's activities of non-compliance wastewater dischargers and provide recommendations to the Commission for appropriate action.

8. Technical Committee. The Technical Committee (TEC) shall serve as the technical arm of the Commission and shall study, discuss and evaluate technical questions of concern or interest to the Commission. It shall be composed of a Chairman, who is a Commissioner and who is appointed by the Chairman of the Commission, together with one member from each of the signatory states as designated by the Commissioners of each state; preferably, this person should be an employee of the technical staff serving the state's water pollution control agency and may or may not be a Commissioner or a proxy of a Commissioner. The Technical Committee shall also include a member designated by the United States Commissioners to represent federal interests. To provide special scientific or technical input to the committee, up to three additional members, none of whom need be Commissioners or proxies, may be appointed by the Commission Chairman. The Chief Engineer of the Commission shall be, ex officio, a member of the Technical Committee and the Chairman of the Public Information Advisory Committee, Chemical Industry Advisory Committee, Power Industry Advisory Committee, Publicly Owned Treatment Works Committee, Watershed Organizations Advisory Committee, and Water Users Advisory Committee shall be, ex officio, a non-voting members of the Technical Committee. The Chairman or an appropriately designated member of any technical subcommittee, any special work group or any advisory committee, formed from time to time pursuant to the provisions of these Bylaws, may be invited by the Chairman of the Technical Committee to attend any meeting at which it is anticipated that matters of particular interest to them may be discussed. Members of the Technical Committee and its subcommittees or work groups may be reimbursed for their expenses incurred in attending meetings authorized by the Technical Committee and approved by the Commission.

9. Congressional Liaison Committee. The Congressional Liaison Committee

shall be composed of at least nine Commissioners, including one Federal Commissioner and one Commissioner from each of the Compact states. The Committee shall define and lead those activities serving to educate Congressional representatives from the Compact District and other appropriate individuals concerning the Compact and its objectives, and the programs, concerns and resource needs of the Commission.

10. Water Resources Committee. The Water Resource Committee shall serve to provide counsel and direction to the Commission and shall study, discuss and evaluate water resource issues of concern or interest to the Commission and Basin states. It shall be composed of a Chairman, who is a Commissioner and is appointed by the Chairman of the Commission. The Committee shall include one member designated by and who is an employee of the agency in each of the signatory states that has primary responsibility for water quantity management and water resource protection for such state. The membership of the Water Resources Committee shall be open to a representative from each of the non-signatory states within the Ohio River Basin, as approved by the Commission. The Water Resources Committee shall also include members representing the US Army Corps of Engineers and US Geological Survey and other federal water resource agencies identified by the Committee and approved by the Chairman of the Commission. Up to three additional members may be appointed by the Chairman of the Commission. The Chief Engineer of the Commission shall be, ex officio, a member of the Water Resources Committee. The Chairman of the Technical Committee or designee shall be, ex officio, a non-voting member of the Water Resources Committee. The Chairman or an appropriately designated member of any technical subcommittee, any special work group or any advisory committee, formed from time to time pursuant to the provisions of these By-laws, may be invited by the Chairman of the Water Resources Committee to attend any meeting at which it is anticipated that matters of particular interest to them may be discussed. Members of the Water Resources Committee and its subcommittees or work groups shall not be reimbursed for their expenses incurred in attending meetings unless authorized by the Commission.

- A. AD HOC COMMITTEES
Ad hoc committees with duties and functions assigned to them as created may be appointed by the Chairman as he may deem necessary or as the Commission may, from time to time, direct. The appointment shall include the task to be performed and the time frame for its completion. Members of ad hoc committees may be Commissioners, their proxies or others, when appropriate.
- B. ADVISORY COMMITTEES
Advisory committees, with duties and functions assigned to them as created, may be

appointed by the Chairman, as he may deem necessary, or as the Commission may, from time to time, direct for the purpose of advising the Commission with respect to Commission programs or matters of public interest. The Commission Chairman or Commission shall establish the overall composition of each committee. Appointment for membership will be made by the Chairman of the Commission. A provision may be made, with the approval of the Commission, for alternate members. Appointment for alternate membership will be made by the Chairman of the Commission. A designated alternate, serving in the absence of an official member, shall have the same privileges as a regular member. Under unusual circumstances, the Commission Chairman may make additional appointments for a prescribed period of time, but not to exceed one year. Special Interests Stakeholder Advisory Committees, formed at the invitation of the Commission, shall be responsible for appointment of their membership and organization. Members of advisory committees need not be Commissioners or proxies.

1. Water Users Advisory Committee. A Water Users Advisory Committee comprised of companies or agencies which operate water treatment plants shall supply the Commission with data as a part of a basin wide water quality monitoring system, and shall advise and provide input to the Commission on matters relating to water treatment. The appointed representatives of such of these companies or agencies as may be designated by the Chairman of the Commission, shall meet from time to time as approved by the Commission and shall serve on a voluntary basis and shall be reimbursed by the Commission for expenses incurred by them in attending meetings of this committee or, upon invitation of the Chairman, for attending meetings of the Commission or the Technical Committee.
2. Special Interests Stakeholder Advisory Committees. Special interests stakeholder advisory committees formed at the invitation and approval of the Commission to provide participation by special interest stakeholders representing industry sectors and environmental organizations in the Commission program of regional pollution control. Such committees shall invite a representative of the Commission to attend their meetings and provide advice to the Commission in the public interest. With the exception of the expense for participating in the Technical Committee and Commission group meals, the Commission shall not assume any expense for meeting attendance of special interests stakeholder advisory committee members, also including expense for attendance at Commission meetings and Technical Committee meetings.
3. Public Information Advisory Committee. A Public Information Advisory Committee, composed of citizens residing in the Compact states, shall advise the Commission on Commission programs, outreach, procedures and communication methods. The Commission Chairman annually shall appoint members of this committee, including when possible a member from each signatory state and at least three (3) at large members. The Commission Chairman may reach out to Commissioners from each signatory state to request suggestions for their states member. These members, shall serve on

a voluntary basis and be reimbursed by the Commission, for their expenses in attending meeting of their committee as budgeted by the Commission, and upon invitation of the Commission Chairman, meetings of the Commission and the Technical Committee.

4. Publicly Owned Wastewater Treatment Works Advisory Committee. A Publicly Owned Wastewater Treatment Works Advisory Committee comprised of representatives of wastewater treatment departments or districts or other public agencies, shall supply the Commission with data as a part of a basin wide water quality monitoring system and shall advise and provide input to the Commission on matters relating to wastewater treatment. The appointed representatives of such of these agencies, as may be designated by the Chairman of the Commission, shall meet from time to time as approved by the Commission, shall serve on a voluntary basis and shall be reimbursed by the Commission for expenses incurred by them in attending meetings of this committee or, upon invitation of the Chairman, attending meetings of the Commission or the Technical Committee.

XIV. PUBLIC HEARINGS

Public Hearings may be held upon all matters requiring public consideration, and except as hereinafter otherwise provided, shall be held upon any matter upon the request of the Commissioners from each of not less than two states.

Public hearings authorized by Article VI of the Ohio River Valley Water Sanitation Compact, shall be held whenever, after full investigation by the Commission into the necessity for such a hearing, the Commission by a majority vote of the Commissioners present at a meeting duly held, shall direct, or, without a meeting whenever, after full investigation by the Commission into the necessity for such a hearing, the Commission by a majority of Commissioners then appointed and qualified under the provisions of the Compact may direct in writing.

Public hearings authorized by Article IX of the Compact shall be held whenever, after full investigation by the Commission, the Commission by a majority vote of the Commissioners present at a meeting duly held, shall direct. Public hearings shall be called and carried out in accordance with the "Rules of Procedure for Public Hearings" adopted by the Commission.

XV. AUTHORITY

The rules contained in "Robert's Rules of Order Revised" shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

XVI. POLICIES AND ADMINISTRATIVE PROCEDURES

Such Policies and Administrative procedures as may be necessary for guidance in policies and procedures peculiar to this organization may be adopted, and such standing policies and procedures may be amended, rescinded or suspended by a two-thirds vote at any meeting of the Commission.

XVII. INDEMNIFICATION

Each person who is or was a Commissioner or officer of the Commission (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Commission, to the full extent permitted by the laws of the states signatory to the Compact and of the United States which are applicable to such person, for the amount of any judgement or the amount paid in settlement of any civil liability, together with those ordinary and reasonable attorney's fees, court costs and other litigation expenses incurred in the defense of such action or claim incurred by him in his capacity as such a Commissioner or officer, or arising out of his status as such a Commissioner or officer (including serving at the request of the Commission as a director, trustee officer, employee or agent of another entity), provided that such Commissioner or officer acted in good faith and under a reasonable belief that his actions were lawful. The Commission may, but shall not be obligated to, maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

XVIII. BYLAWS AMENDMENTS

These Bylaws, or any article, section or subdivision thereof, may be amended or added to or repealed at any regular meeting or at any special meeting of the Commission by a two-thirds vote of those present, provided notice in writing of the proposed amendment, addition or repeal shall have been mailed to each member of the Commission at least three weeks before the meeting.