

Morgan Township • Covedale • Monfort Heights • Hamilton Township • Harveysburg
 Owensville • Bethel • Green Township • Terrace Park • Sharonville • Springfield Township
 Wetherington • Finneytown • Silver Grove • Crestview • Ross • Latonia Lakes • Independence
 North College Hill • Stonelick Township • The Village of Indian Hill • Clay Township
 Newtonsville • Deerfield Township • Jackson Township • Williamsburg Township
 York Township • Batavia Township • Maineville • Turtle Creek Township • Oakbrook • Seven
 Mile Evendale • Mack • Symmes Township • Felicity • Highland Heights • Neville • Visalia
 Woodlawn • Miller Township • Oxford • Dillsboro • Wilder • Amelia • Springboro • Lincoln
 Heights • Wayne Township • Trenton Township • Kenwood • Mason • Chilo • Sycamore Township
 New Richmond • Salem Township • Cleves • Deer Park • Jackson Township • Ryland Heights
 Woodlawn • Grandview
 Northbrook • Reading
 Batavia • Mount Carmel
 Cold Spring • Silverton
 Park • Hunter • Carlisle
 Alexandria • Walton
 Newport • Ludlow
 Lawrenceburg • Dayton
 College Corner • Union
 St. Leon • Florence
 Melbourne • Blue Ash
 California • Turpin Hills
 Millville • Claryville
 West Chester Township
 Dillonvale • Hamilton
 Ross Township • Bright
 Fort Thomas • Burlington
 Golf Manor • St. Bernard
 Franklin Township
 Crosby Township • Harrison Township • Glendale • Elsmere • Waynesville • Fort Wright
 Addyston • Trenton • Taylor Mill • Forestville • Fairview • Southgate • Aurora • Fruit Hill
 Oxford Township • Somerville • Wyoming • New Miami • West Harrison • Erlanger • Dry Run
 Morrow • Moscow • Tate Township • Bridgetown • Reily Township • Mentor • White Oak
 Colerain Township • Bellevue • Middletown • Anderson Township • Landen • North Bend
 Villa Hills • Monroe Township • Cheviot Township • Beckett Ridge • Bromley • Jacksonburg
 Sparta Township • Washington Township • Butlerville • Springdale • Cheviot • Ohio Township
 Five Points • Withamsville • Moores Hill • Lemon Township • Lawrenceburg Township
 Crestview Hills • Pleasant Run Farm • Harlan Township • Greenhills • Montgomery
 Williamsburg • Clear Creek Township • Summerside • Pierce Township • Massie Township
 Union Township • Kenton Vale • Mariemont • Fairfield • Goshen Township • Newtown
 Crescent Springs • Norwood • Caesar Creek Township • Center Township • Mount Repose
 Logan Township • Lakeside Park • Miami Township • St. Clair Township • Pleasant Plain • Delhi
 Township • Arlington Heights • Park Hills • Liberty Township • Loveland Park
 Hogan Township • Hanover Township • Kelso Township



Articles of Agreement and By-Laws

720 East Pete Rose Way, Suite 420
 Cincinnati, Ohio 45202
www.oki.org

Mulberry • Fairfax
 Manchester Township
 Madison Township
 Fort Mitchell • Forest
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 Fairfield Township
 Mount Healthy • Milford
 Whitewater Township
 Cherry Grove • Madeira
 Amberley • Day Heights
 Sherwood • Lebanon
 Cincinnati • Loveland
 Columbia Township
 Edgewood • Groesbeck
 Elmwood Place • Corwin
 Covington • Greendale
 Hidden Valley • Dent
 Northgate • Franklin
 Harrison • Lockland

OHIO-KENTUCKY-INDIANA REGIONAL COUNCIL OF GOVERNMENTS

AMENDED AND RESTATED ARTICLES OF AGREEMENT

WITNESSETH:

A. Effective as of August 23, 1973 the governing bodies of Hamilton County, Butler County, Clermont County and Warren County of the State of Ohio; Boone County, Campbell County and Kenton County of the Commonwealth of Kentucky; and Dearborn County and Ohio County of the State of Indiana (collectively herein referred to as the "Original Members") created a Regional Council of Governments, pursuant to Chapter 167 of the Ohio Revised Code, known as the Ohio-Kentucky-Indiana Regional Council of Governments (sometimes referred to herein as "OKI") pursuant to certain Articles of Agreement (herein called the "Original Articles"); and

B. In 1986, Ohio County, Indiana withdrew as a member of OKI (the Original Members excluding Ohio County are sometimes referred to herein as the "Current Members");

C. The Original Articles were amended and modified effective as of October 7, 1993 (such amendment is sometimes referred to herein as the "1993 Amendment"); and

D. The Current Members desire to amend and restate the Original Articles as amended and modified by the 1993 Amendment (collectively, the "Amended Articles") in order to modify and to clarify certain provisions therein and in order to add certain additional members to the Board of Directors and the Executive Committee;

NOW THEREFORE, the Current Members hereby amend and restate the Amended Articles, such amended and restated Amended Articles (herein referred to as the "Amended and Restated Articles of Agreement") being effective as of the date, and only as of the date, on which [1] the governing body of each of the Current Members has adopted a resolution authorizing the amendment of the Amended Articles and the execution of these Amended and Restated Articles of Agreement, [2] the governing body of each of the Current Members has executed these Amended and Restated Articles of Agreement and [3] these Amended and Restated Articles of Agreement have been reviewed by the Attorney General of Kentucky and the Attorney General of Indiana and, if required, signed by them signifying such action, if any, required by applicable statute.

The parties hereto agree that the Amended and Restated Articles of Agreement of Ohio-Kentucky-Indiana Regional Council of Governments (hereafter the "Articles") are as follows:

OHIO-KENTUCKY-INDIANA REGIONAL COUNCIL OF GOVERNMENTS

AMENDED AND RESTATED ARTICLES OF AGREEMENT

ARTICLE I

NAME, AREA TO BE INCLUDED ESTABLISHMENT AND AUTHORIZATION

Section 1. The organization shall be known as the **Ohio-Kentucky-Indiana Regional Council Of Governments** (herein called "COUNCIL") and shall consist of members who shall be the counties who are now or may hereafter become parties to these Articles or qualified persons or entities who are later admitted to membership pursuant to these Articles (such members are hereinafter referred to as the "Members").

Section 2. The area included within the COUNCIL shall be the entire area of the composite counties which are Members of the COUNCIL (herein called the "OKI Region").

Section 3. These Articles are adopted pursuant to Chapter 167 of the Ohio Revised Code, Section 65.210 et seq. of the Kentucky Revised Statutes, and Section 36-1-7 et seq. of the Indiana Statutes (the Original Articles and Amended Articles having been adopted pursuant to Chapter 167 of the Ohio Revised Code, Section 65.210 *et seq.* of the Kentucky Revised Statutes, and Indiana Code 53-1101 *et seq.*).

ARTICLE II

POWERS AND PURPOSES

Section 1. The COUNCIL shall have the power to do all things which Chapter 167 of the Ohio Revised Code requires or permits it to do, including the power to carry out the purposes set forth below, provided that the COUNCIL shall not have the power to do any act prohibited by the constitution or statutes of Ohio, Kentucky or Indiana. Such powers shall include, without limitation, the power to adopt rules of procedure for the regulation of its affairs and the conduct of its business and the power to appoint such committees and advisory groups as the COUNCIL may deem appropriate to assist it in carrying out its purposes.

Section 2. The powers of the COUNCIL may be exercised to achieve the following purposes:

- a. To be a public body and to provide such services within the OKI Region as applicable law will permit and the Board of Directors or the Executive Committee require in order to foster and develop better coordination, protection and satisfaction of the interests and needs of the public governing bodies within the OKI Region.

- b. To provide coordinated planning services to the appropriate federal, state and local governments, their political subdivisions, agencies, departments, instrumentalities, special districts and private agencies or entities in connection with the preparation and development of a comprehensive and continuing regional transportation and development plan within the OKI Region, and to engage in comprehensive planning in (but not limited to) matters affecting land use, housing, community facilities, capital improvements, metropolitan and regional development, transportation facilities, health, welfare, safety, education, economic conditions, water supply and distribution facilities, waste treatment and disposal, water and land conservation, and any other type of project which the COUNCIL deems necessary, appropriate or desirable with respect to comprehensive planning and development within the OKI Region. Such planning may be done directly by personnel of the COUNCIL, or under contracts between the COUNCIL and other public or private agencies or entities.
- c. To promote cooperative agreements, contracts and other compacts among and between governments, their political subdivisions, agencies, departments, instrumentalities and special districts, and private persons, corporations, and other agencies interested in the OKI Region.
- d. To serve as an areawide review agency in conjunction with comprehensive planning within the OKI Region.
- e. To receive and accept funds, grants, gifts, assistance, bequests, services and other contributions from any federal, state or local government or any of their political subdivisions, agencies, departments, instrumentalities, or special districts, or from any private or civic source, and to enter into contracts and agreements with respect thereto;
- f. To expend funds, grants, gifts, assistance, bequests, services and other contributions received from any federal, state or local government or any of their political subdivisions, agencies, departments, instrumentalities, or special districts, or from any private or civic source, and to enter into contracts and agreements with respect thereto;
- g. To the extent permitted by law, to establish and charge fees for services rendered, and to recover costs and expenses incurred by the COUNCIL in providing services, for or on behalf of any federal, state or local government or any of their political subdivisions, agencies, departments, instrumentalities, or special districts, or to any private person or entity.
- h. To make and enter into all contracts and agreements necessary or incidental to the performance of its duties and the execution of its powers.

- i. To purchase, acquire, own, hold, operate, maintain, lease or sell real, personal, tangible or intangible property.
- j. To the extent permitted by law, to hold, provide, promote, sponsor or otherwise support, by itself or together with others, public hearings, public forums and educational, civic, cultural, philanthropic or other events, programs, meetings or gatherings which the COUNCIL deems necessary, appropriate or desirable.
- k. To establish and maintain, or to help establish and maintain, an interstate, multi-county and metropolitan-wide public body which will be responsible for, and to cooperate with other public, private or civic persons or entities for the benefit of the OKI Region in, the formulation of goals and objectives for economic, social and physical development within and enhancement of the OKI Region and to prepare, develop and keep current a comprehensive plan for the OKI Region toward the attainment of these goals.
- l. To supply or provide for any matching funds required by any application for funding submitted by the COUNCIL or any grant received by the COUNCIL or agreement to be executed by the COUNCIL.
- m. To take such other actions, do such other things or undertake such other programs as are necessary, appropriate or desirable to effectuate any other lawful purpose of the COUNCIL deemed necessary, appropriate or desirable by the Board of Directors or the Executive Committee.

Section 3. The authority granted to the COUNCIL by law or by these Articles shall not displace any existing municipal, township, county, regional or other planning commission or planning agency in the exercise of its statutory powers unless otherwise agreed by OKI and by all federal, state and local governments and any of their political subdivisions, agencies, departments, instrumentalities and special districts which are effected, including without limitation any commissions and agencies which are directly effected, and then only to the extent such displacement is permitted by law.

ARTICLE III

GOVERNANCE

A. GENERAL

The activities of the COUNCIL shall be conducted by the Board of Directors which shall act by vote of its members as provided in these Articles or the By-Laws or through its Executive Committee by vote of its members as provided in these Articles or the By-Laws. Any act of the Board of Directors shall be an act of the COUNCIL. The Executive Committee shall have all the power of the Board of Directors however conferred, and may take any action which the Board of

Directors may take in the name of and on behalf of the Board of Directors, except as otherwise expressly provided herein or in the By-Laws.

B. BOARD OF DIRECTORS

Section 1. A Board of Directors is hereby created for purposes of conducting the activities of the COUNCIL, consisting of the following persons:

- a. One (1) public official elected to the governing body of each Member county selected by such governing body.
- b. One (1) elected public official of each municipal corporation located in each Member county, which municipal corporation has a population of 5,000 or more persons according to the most recently published federal census (or if more than five years has passed since the publication date of such federal census, any other census or population estimate or determination, whether federal or state, approved by the majority vote of the Members; whichever census is used being herein after referred to as the "Approved Census"), except that if, within the OKI Region, any County does not contain a municipal corporation with a population of 5,000 or more persons, then an elected public official of the largest municipal corporation within the OKI Region of such County shall be chosen. This person shall be selected by the governing body of the municipal corporation concerned.
- c.
 - (i) One (1) elected public official of each township located in each Member county located in Ohio, which township has a population of 40,000 or more persons according to the Approved Census, such person to be selected by the governing body of the township concerned, plus
 - (ii) One (1) elected public official of a township located in each Member county located in Ohio, which township has a population of less than 40,000 persons according to the Approved Census, such elected public official to be selected by the Association(s) of Township Trustees and Clerks, or its equivalent, in those counties where such a body or bodies exists. If there is no selection by an appropriate Association of Township Trustees and Clerks or if more than one Association could select such an elected public official, the COUNCIL may elect such an elected public official, plus
 - (iii) One (1) elected public official of each Member county located in Indiana and Kentucky or of a municipal corporation within such Member County, such public official to be selected by the respective Member county.
- d. One (1) person selected by each legally constituted county planning agency or commission of each Member county, and if the Member county is within an area in which a legally constituted area or regional planning agency has jurisdiction, then, in addition, one (1) person selected by such area or regional planning agency. If two or more Member counties are within the jurisdiction of

the same area or regional planning agency, such agency shall be entitled to select only one person to be a Director pursuant to this subparagraph d.

e. One (1) person selected by each planning agency or commission of each municipal corporation located in each Member county, provided the population of said municipal corporation exceeds 40,000 according to the Approved Census.

f. Not more than twenty (20) residents of the OKI Region selected by the Board of Directors.

g. Not more than ten (10) other elected public officials of general purpose local government from counties, municipal corporations, townships, special districts or other political subdivisions within the OKI Region, or persons responsible to such officials, as the Board of Directors may select.

Section 2. The following shall be voting ex-officio Directors:

a. One (1) person selected by each of the Departments or Cabinets of Transportation of Ohio, Kentucky and Indiana.

b. One (1) person selected by each of the Boards of Directors of the Southwest Ohio Regional Transit Authority, the Transit Authority of Northern Kentucky and the Butler County Regional Transit Authority.

Section 3. The constituency of the elected public officials who are Directors shall include at least seventy-five percent (75%) of the aggregate population of the OKI Region and at least two-thirds (2/3rds) of the Directors shall be public officials who are elected by residents of the OKI Region. If at any time the Board of Directors does not meet these requirements, the COUNCIL shall take whatever action is necessary to provide for such representation (subject to applicable law), including without limitation, the removal of existing Directors.

Section 4. Except as otherwise specified herein, each Director shall serve for a term of one (1) year and/or until the successor of such Director is selected and qualified. The term of any Director shall terminate (a) upon the death, disability or resignation of such Director, (b) if and when the Director ceases to meet the applicable qualifications set forth in Sections 1 and 2 of this Article III, Paragraph B or (c) upon the removal of the Director pursuant to Article III, Paragraph B, Section 3 above.

Section 5. The Board of Directors shall make an annual report of the COUNCIL's activities to the Members of the COUNCIL.

C. EXECUTIVE COMMITTEE

Section 1. An Executive Committee is hereby created with full power to act for and on behalf of the Board of Directors, consisting of the following persons:

a. The President, First Vice-President, Second Vice-President and Treasurer of the Board of Directors.

b. Each Director selected pursuant to Article III, Paragraph B, Section 1.a., that is, an elected public official from each Member county.

c. Each Director selected pursuant to Article III, Paragraph B, Section 1.b who was elected by a municipal corporation having a population in excess of 40,000 and each Director selected pursuant to Article III, Paragraph B, Section 1.c.(i) who was elected by a township having a population in excess of 40,000.

d. Three (3) Directors (one from each state within the OKI Region), selected pursuant to Article III, Paragraph B, Section 1.b, each of whom was elected by a municipal corporation having a population less than 40,000. The Board of Directors shall select which of its members so qualifying shall serve on the Executive Committee.

e. Four (4) Directors selected pursuant to Article III, Paragraph B, Section 1.c.(ii) or (iii). The Board of Directors shall select which of its members so qualifying shall serve on the Executive Committee; provided that if possible, the Board of Directors shall select at least one Director who represents a township in Ohio having a population of less than 40,000 pursuant to Article III, Paragraph B, Section 1.c.(ii).

f. Each Director selected by each legally constituted area or regional planning agency pursuant to Article III, Paragraph B, Section 1.d.

g. Two (2) Directors selected by the Board of Directors as residents of the OKI Region pursuant to Article III, Paragraph B, Section 1.f. The Board of Directors shall select which of its members so qualifying shall serve on the Executive Committee.

h. Three (3) additional Directors selected by the Board of Directors.

One person can satisfy the requirements of more than one category specified in this Article III, Paragraph C, Sections 1.a through 1.h.

Section 2. Those persons who are voting ex-officio Directors pursuant to Article III, Paragraph B, Section 2, shall also be voting ex-officio members of the Executive Committee.

Section 3. The constituency of the elected public officials who are members of the Executive Committee shall include at least seventy-five percent (75%) of the aggregate population of the OKI Region and at least two-thirds (2/3rds) of the members of the Executive Committee shall be public officials who are elected by residents of the OKI Region. If at any

time membership of the Executive Committee does not meet these requirements, the COUNCIL shall take whatever action is necessary to provide for such representation, including without limitation, the removal of existing members of the Executive Committee and the replacements of such removed members with elected public officials.

Section 4. Each member of the Executive Committee may nominate one alternate to represent and to take the place of that member for all purposes including voting, at any meeting of the Executive Committee from which that member is absent. While not required, it is preferable if each alternate is a member of the Board of Directors elected or appointed to the Board pursuant to the same subsection of Section 1 or 2 of Article III.B. of these Articles as the member of the Executive Committee such alternate is representing. Alternates shall be elected by the Board of Directors from those persons so nominated. Any member of the Executive Committee may revoke the authority of the alternate for such member by serving appropriate written notice on the President of the COUNCIL, which shall be effective upon receipt.

Section 5. Except as otherwise specified herein, each member of the Executive Committee shall serve for a term of one (1) year and/or until the successor of such member is selected and qualified. The term of any member shall terminate (a) upon the death, disability or resignation of such member, (b) if and when the member ceases to meet the applicable qualifications set forth in Sections 1 and 2 of this Article III, Paragraph C or (c) upon the removal of the member pursuant to Article III, Paragraph C, Section 3 above.

Section 6. The President of the COUNCIL shall serve as the Chair of the Executive Committee. In the President's absence, the First Vice-President of the COUNCIL shall serve as such Chair. The Executive Director of the COUNCIL shall serve as the Secretary of the Executive Committee.

D. BUDGET COMMITTEE

The Budget Committee of the COUNCIL shall consist of one elected public official from the governing board of each of the Member counties, except that Kenton County may be represented on the Budget Committee by a representative of the Northern Kentucky Area Planning Commission. In addition, any officer of the COUNCIL who is not a member of Budget Committee as a result of the immediately preceding sentence shall be a voting ex-officio member of the Budget Committee.

E. PARTICIPANTS NOT TO BENEFIT

No person may be a member of the Board of Directors or Executive Committee of the COUNCIL if such person or the family, employees or agents of such person has any direct or indirect financial interest in any contract to which the COUNCIL is a party, and no part of the income of the COUNCIL shall be diverted in any manner, directly or indirectly, or otherwise inure to the benefit of any such person.

ARTICLE IV

BUDGET AND FINANCING

The COUNCIL shall be financed in the following manner:

Section 1. An annual budget for the COUNCIL shall be proposed by the Budget Committee and presented to the Executive Committee of the COUNCIL for review and adoption.

Section 2. The COUNCIL and the governing board of each of the Member counties shall contract periodically for the payment of annual dues by such Member counties to support the work of the COUNCIL. Such dues from the Member counties shall be on a "per capita basis" based on the population of the respective Member counties as reflected in the Approved Census, or on such other equitable basis as may be determined by the Budget Committee and approved the COUNCIL. In addition, the COUNCIL may from time to time contract for the payment of local funds and other support with, or accept funds, grants, gifts and services from, such other federal, state or local government or any of their political subdivisions, agencies, departments, instrumentalities, or special districts, or with other public, private or civic sources, to provide such funds and support. The support from persons other than the Member counties may be on such basis as is approved by the Executive Director or the Executive Committee.

ARTICLE V

OFFICERS AND EXECUTIVE DIRECTOR

Section 1. The officers of the COUNCIL shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer and such other officers as the Directors shall deem advisable and appoint. The officers shall be chosen by the Directors and shall hold office for one (1) year and/or until their respective successors are elected and qualified. The officers shall perform the duties customarily performed by officers holding their respective positions and shall have such further duties as may be designated to them from time to time by the Board of Directors.

Section 2. The Executive Director shall be the Secretary of the Council. In addition, the Executive Director shall be the administrator of the COUNCIL responsible for carrying out the policies and programs of the COUNCIL in accordance with the Articles, By-Laws and policies of the Board of Directors and its Executive Committee, as well as applicable federal, state and local laws, rules and regulations. The Executive Director shall have the authority to employ, assign, supervise, and release all employees and staff of the COUNCIL within the framework and general limitations and policies established by the Board of Directors and its Executive Committee.

ARTICLE VI

WITHDRAWAL AND DISSOLUTION

Section 1. Any Member county of the COUNCIL may withdraw its membership upon written notice to the COUNCIL, which withdrawal shall be effective two (2) years after receipt of the notice by the COUNCIL.

Section 2. The COUNCIL shall exist for a term of five (5) years, which term shall automatically renew for further terms of five (5) years each, unless two-thirds ($\frac{2}{3}$) of the Member counties shall, by legislative action, elect that such term shall not be renewed and shall have furnished certified evidence of such action to the COUNCIL not less than one hundred eighty (180) days prior to the expiration of any such term.

Section 3. On dissolution after payment of all outstanding obligations and liabilities of the COUNCIL and the providing of sufficient funds to insure the completion of any project for which federal funds have been received, the COUNCIL's net assets of every nature and description which have been contributed by public bodies shall revert to the said public bodies in proportion to each body's contribution towards the said assets and any balance thereof shall be paid over and transferred to one or more corporations, trusts, community chests, funds or foundations organized and operated exclusively for educational, charitable, scientific or literary purposes, no substantial part of the activities of which is the carrying on of propaganda or otherwise attempting to influence legislation, no part of the activities of which shall be the participation in or intervention in any political campaign for any political office, directly or indirectly, and no part of the net earnings of which inures to the benefit of a private shareholder or individual.

ARTICLE VII

AMENDMENTS

These Articles may be amended or repealed or new Articles may be adopted by unanimous consent of the Members comprising the COUNCIL. Any such amendment shall be effective upon such adoption and the obtaining of any approval required by applicable statute to be obtained prior to such amendment being effective.

ARTICLE VIII

INDEMNIFICATION

Section 1. Subject to the provisions of Article VIII, Section 2 hereof, the COUNCIL shall indemnify each present and future Director, officer, employee or agent of the COUNCIL against any losses, liabilities, costs and expenses, including counsel fees, which may be imposed on or reasonably incurred by such person in connection with any claim, demand, action, suit or proceeding hereafter made, instituted or threatened in which such person may be involved by

reason of such person being or having been a Director or officer or employee or agent of the COUNCIL, whether such person continues to be a Director or officer or employee or agent at the time of the imposition of such costs or incurring of such losses, liabilities or expenses or not, such losses, liabilities, costs and expenses to include without limitation the cost of such Director or officer or employee or agent of reasonable settlements, other than amounts paid to the COUNCIL itself.

Section 2. Notwithstanding anything else set forth in these Articles, the COUNCIL shall not indemnify any Director or officer or employee or agent with respect to matters as to which such person shall be finally adjudged in any such action, suit or proceeding to be liable by reason of negligence, misconduct or dereliction in the performance of such person's duties as such Director or officer or employee or agent. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the COUNCIL is advised by its counsel that the person to be indemnified did not commit a breach of duty involving negligence, misconduct or dereliction of duty.

Section 3. The foregoing rights of indemnification shall not be exclusive of other rights to which any Director or officer or employee or agent may be entitled as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such Director or officer or employee or agent.

ARTICLE IX

EFFECTIVE DATE

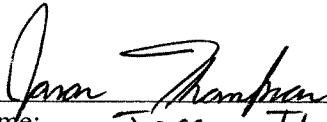
These Amended and Restated Articles of Agreement shall become effective as of the date, and only as of the date, on which [1] the governing body of each of the Current Members has adopted a resolution authorizing the amendment of the Amended Articles and the execution of these Amended and Restated Articles of Agreement, [2] the governing body of each of the Current Members has executed these Amended and Restated Articles of Agreement and [3] these Amended and Restated Articles of Agreement have been reviewed by the Attorney General of Kentucky and the Attorney General of Indiana and, if required, signed by them signifying such action, if any, required by applicable statute.

ARTICLE X

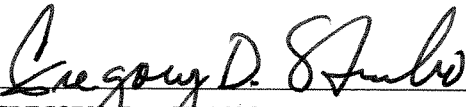
Additional members may be admitted to the COUNCIL with the approval of the Board of Directors by adopting and becoming a party of these Articles, and by fulfilling such requirements as may imposed by the Board of Directors as conditions to membership. Such conditions may include, without limitation, payment, or execution of agreements satisfactory to the COUNCIL to pay, such sums, charges, costs and expenses as the Board of Directors may specify (which may, for example, include costs and expenses to the COUNCIL of updating the records and data bases of the COUNCIL to incorporate appropriate information regarding the new members).

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The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Governments are approved as to form and legality.

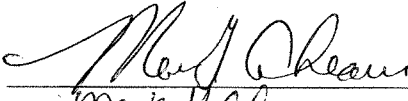

Name: Jason Thompson
for Attorney General of the State of Indiana
Date: effective 12-15-06

The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Governments are approved as to form and legality.


Name: GREGORY D. STUMBO
Attorney General of the Commonwealth of Kentucky
Date: 11-3-06

The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Governments are approved.

Indiana Department of Transportation

By: 
Name: Mark A. Olsen
Deputy Commissioner, Chief Counsel
Date: October 24, 2006
Reviewed and approved. DELL

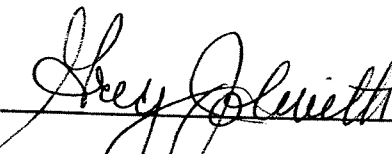
The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Government are approved this 6th day of July, 2006.

Commissioner Fox Aye ✓ Nay

Commissioner Furman Aye ✓ Nay

Commissioner Jolivette Aye ✓ Nay


BUTLER COUNTY (OHIO) BOARD OF COMMISSIONERS

By: 
Name: **GREGORY V. JOLIVETTE**

Title: **PRESIDENT**

Date: 7/6/06

ATTEST:

By: 
Name: Michael F. Joengling
Title: Director of Development
Date: 7/6/06

The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Governments are approved this 19th day of July, 2006.

Commissioner Walker

Aye X

Nay

Commissioner Proud

Aye X

Nay

Commissioner Croswell

Aye

Nay

Absent X

**CLERMONT COUNTY (OHIO) BOARD OF
COMMISSIONERS**

By: Mary C. Walker

Name: MARY C. WALKER

Title: PRESIDENT

Date: July 19, 2006

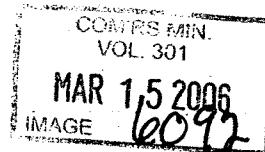
ATTEST:

By: Judith Kocica

Name: Judith Kocica

Title: Clerk of the Board

Date: July 19, 2006



On motion of Mr. Heimlich , seconded by Mr. DeWine

The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Governments are approved this 15th day of March.

Commissioner DeWine Aye X Nay

Commissioner Heimlich Aye X Nay

Commissioner Portune Aye X Nay

HAMILTONCOUNTY (OHIO) BOARD OF COMMISSIONERS

By: Phil Heimlich

Name: **PHIL HEIMLICH**

Title: **PRESIDENT**

Date: March 15, 2006

ATTEST:

By: Jacqueline Parioto

Name: Jacqueline Parioto

Title: Clerk of the Board

Date: March 15, 2006

The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Governments are approved this 23rd day of March 2006.

Commissioner <u>Young</u>	Aye _____	Nay _____	Absent <u>✓</u>
Commissioner <u>Kilburn</u>	Aye <u>✓</u>	Nay _____	
Commissioner <u>South</u>	Aye <u>✓</u>	Nay _____	

WARREN COUNTY (OHIO) BOARD OF COUNTY COMMISSIONERS

By: _____

Name: C. MICHAEL KILBURN

Title: PRESIDENT

Date: _____

3/23/06

By: _____

ATTEST:

By: _____

Name: _____

Title: _____

Date: _____

Tina Davis, Clerk

Tina Davis

Clerk

March 23, 2006

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The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Governments are approved this 14th day of March, 2006.

BOONE COUNTY (KENTUCKY) FISCAL COURT

By: Gary W. Moore

Name: GARY W. MOORE

Title: JUDGE/EXECUTIVE

Date: 6-28-06

ATTEST:

By: Louis Kelly

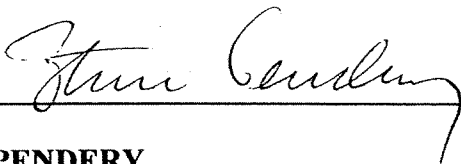
Name: Louis Kelly

Title: Fiscal Court Clerk

Date: 6-28-06

The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Governments are approved this 29th day of MARCH, 2006.

CAMBELL COUNTY (KENTUCKY) FISCAL COURT

By: 

Name: STEVE PENDERY

Title: JUDGE/EXECUTIVE

Date: MARCH 29, 2006

ATTEST:

By: 

Name: SANDRA L. MULLIGAN

Title: FISCAL COURT CLERK

Date: MARCH 29, 2006

The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Government are approved this 11th day of April, 2006.

KENTON COUNTY (KENTUCKY) FISCAL COURT

By: R. Scott Kimmich
Name: R. Scott Kimmich
Title: Deputy Judge, Kenton County Fiscal Court
Date: April 11, 2006

ATTEST:

By: Sarah C. Johnston
Name: Sarah C. Johnston
Title: Kenton County Fiscal Court Clerk
Date: April 11, 2006

The foregoing Amended and Restated Articles of Agreement of the Ohio-Kentucky-Indiana Regional Council of Governments are approved this 21st day of March 06

Commissioner [Signature] Aye ✓ Nay

Commissioner [Signature] Aye ✓ Nay

Commissioner [Signature] Aye ✓ Nay

DEARBORN COUNTY (INDIANA) BOARD OF COMMISSIONERS

By: [Signature]

Name: VERA BENNING

Title: PRESIDENT

Date: 3-21-06

ATTEST:

By: [Signature]

Name: Cary B Pickett

Title: Auditor Dearborn Co

Date: March 21, 2006

**BY-LAWS
OF THE
OHIO-KENTUCKY-INDIANA REGIONAL COUNCIL OF GOVERNMENTS**

Article I. Board of Directors

Section 1. General

a) Authority: The authority of the Board of Directors shall be as set forth in the Articles of Agreement establishing the Council in effect from time to time (the "Articles of Agreement").

b) Composition: The composition of the Board of Directors shall be as set forth in the Articles of Agreement. In selecting Board members designated under Article III B, Section 1.f. or 1.g. of the Articles of Agreement, a nomination of a township trustee will be requested from the Dearborn County Township Association. The person so nominated will be considered by the Board of Directors for a position on the Board within one of such categories.

Section 2. Meetings.

a) Place of Meetings. The Board of Directors may hold meetings at any location within or without the OKI Region.

b) Annual Meeting. The annual meeting of the Board of Directors shall be held on the fourth Thursday of April or such other date determined by action of the Board of Directors.

c) Meeting to Appoint and Elect Directors. The Board of Directors shall reconstitute itself in accordance with the Articles of Agreement and these By-Laws at its regular January meeting or at such other meeting as may be determined by action of the Board of Directors.

d) Regular Meeting. The Board of Directors shall hold a regular meeting on the second Thursday of January, July and October unless waived by the order of the President or either Vice President or unless another date is established by action of the Board of Directors.

e) Special Meetings. Special meetings shall be held upon the call of the President, either Vice President or any eight (8) Directors.

f) Quorum. The presence in person of twenty percent (20%) of the membership of the Board of Directors shall constitute a quorum. The Directors present at a duly

organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

g) Voting. Each Director, including voting ex-officio Directors, shall be entitled to one vote. The Board of Directors shall act by majority vote of those present at any duly called meeting at which a quorum was present.

h) Notice.

(1) To Directors. Prior notice of every meeting of the Board of Directors stating the time and place, and the purpose thereof shall be given by personal delivery or by mail or, to the extent requested by members of the Board of Directors, by electronic mail transmission not less than two (2) days before the date of the meeting; provided that notice of any meeting may be waived in writing by any Director before or after such meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of the meeting.

(2) To Others. A schedule of all regularly scheduled meetings of the Board of Directors shall be posted at such places as may be directed by the Executive Director, shall be included in a "web site" maintained by the Council, if any, and a copy shall be sent by mail or electronic mail transmission to any newspaper, radio station, television station or other member of the news media requesting such information. In the case of all special meetings of the Board of Directors, notice of such meetings shall be given to any member of the news media which has requested such notice in such a manner as to be received at least twenty-four hours in advance of any such special meeting; provided that if the special meeting is being called to deal with an emergency requiring immediate action, notice of the time, place and purpose of the meeting shall be given immediately to such members of the news media but need not be received by them at least twenty-four hours prior to the start of the meeting. A copy of the notices and agendas prepared for all regular and special meetings or a copy of the Council's Newsletter giving substantially the same information shall be given by mail or electronic mail transmission at least two days prior to the date of the meeting to all persons who have requested such information. At its election, the Executive Committee may require as a condition to such mailing or electronic mail transmission the payment by such persons on an annual basis of a sum sufficient to offset cost of such mailings or transmissions. If such mailings or electronic mail transmissions are not practical under the circumstances, the same information shall be given by telephone or other method reasonably adequate to provide such information as early as possible.

Section 3. Vacancies. Any vacancy in the Board of Directors may be filled for the unexpired term by the Executive Committee. The person filling the vacancy shall meet the applicable requirements imposed by Article III, Paragraph B of the Articles of Agreement.

Article II. Executive Committee

Section 1. Composition and Authority. The composition and authority of the Executive Committee shall be as set forth in the Articles of Agreement.

Section 2. Meetings.

a) Place of Meetings. The Executive Committee may hold meetings at any location within or without the OKI Region.

b) Regular Meetings. The Executive Committee shall hold a regular meeting on the second Thursday of January, February, March, April, May, June, July, August, September, October, November, and December unless waived by the order of the President or either Vice President.

c) Special Meetings. Special meetings shall be held upon the call of the President, any Vice-President, or any 5 members of the Executive Committee.

d) Quorum. The presence in persons of one-half (½) of the members of the Executive Committee or their alternates duly selected as set forth in the Articles of Agreement (the "alternates") shall constitute a quorum. The members or alternates present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members or alternates to leave less than a quorum.

e) Voting. Each member, including voting ex-officio members, shall be entitled to one vote. The Executive Committee shall act by majority vote of those present at any duly called meeting at which a quorum was present.

f) Notice.

(1) To Members. There shall be no required notice for regular meetings of the Executive Committee, but for special meetings notice stating the time, place and purpose thereof, shall be given by personal delivery or by mail or, to the extent requested by members of the Executive Committee, by electronic mail transmission not less than two (2) days before the date of the meeting, provided that notice of any meeting may be waived in writing by any member before or after such meeting. Attendance by a member, whether in person or by an alternate, at a meeting shall constitute a waiver of notice of the meeting.

(2) To Others. A schedule of all regularly scheduled meetings of the Executive Committee shall be posted at such places as may be directed by the Executive Director, shall be included in a "web site" maintained by the Council, if any, and a copy shall be sent by mail or electronic mail transmission to any newspaper, radio station, television station or other member of the news media requesting such information. In the case of all special meetings of the Executive Committee, notice of such meetings shall be given to any member of the news media which has requested such notice in such a manner as to be received at least twenty-four hours in advance of any such special meeting; provided that if the special meeting is being called to deal with an emergency requiring immediate action, notice of the time, place and purpose of the meeting shall be given immediately to such members of the news media but need not be

received by them at least twenty-four hours prior to the start of the meeting. A copy of the notices and agendas prepared for all regular and special meetings or a copy of the Council's newsletter giving substantially the same information shall be given by mail or electronic mail transmission at least two days prior to the date of the meeting to all persons requesting such information. At its election, the Executive Committee may require as a condition to such mailing or electronic mail transmission the payment of such persons on an annual basis, of a sum sufficient to offset cost of such mailings or transmissions. If such mailings or electronic mail transmissions are not practical under the circumstances, the same information shall be given by telephone or other method reasonably adequate to provide such information as early as possible.

g) Reconsideration of Previous Action. Any issues brought up at a previous meeting of the OKI Executive Committee and acted upon will not be reconsidered at a subsequent meeting without prior written notice to Executive Committee members.

Section 3. Vacancies. Any vacancy in the Executive Committee shall be filled for the unexpired term by the Executive Committee. The person filling the vacancy shall meet the applicable requirements imposed by Article III, Paragraph C of the Articles of Agreement. Vacancies in alternates shall be filled by the Executive Committee from those qualified persons nominated by the member who is without an alternate.

Article III. Budget Committee

Section 1. Composition and Authority. The composition and authority of the Budget Committee shall be as set forth in the Articles of Agreement.

Section 2. Meetings.

a) Place of Meetings. The Budget Committee may hold meetings at any location within or without the OKI Region.

b) Regular Meetings. The Budget Committee shall hold a regular meeting on the second Thursday of January, February, March, April, May, June, July, August, September, October, November, and December unless waived by the order of the President or either Vice President.

c) Special Meetings. Special meetings shall be held upon the call of the President, either Vice-President, or any 3 members of the Budget Committee.

d) Quorum. The presence in persons of one-half (½) of the members of the Budget Committee or their alternates duly selected as set forth in the Articles of Agreement (the "alternates") shall constitute a quorum. The members or alternates present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members or alternates to leave less than a quorum.

e) Voting. Each member, including voting ex-officio members, shall be entitled to one vote. The Budget Committee shall act by majority vote of those present at any duly called meeting at which a quorum was present.

f) Notice.

(1) To Members. There shall be no required notice for regular meetings of the Budget Committee, but for special meetings notice stating the time, place and purpose thereof, shall be given by personal delivery or by mail or, to the extent requested by members of the Budget Committee, by electronic mail transmission not less than two (2) days before the date of the meeting, provided that notice of any meeting may be waived in writing by any member before or after such meeting. Attendance by a member, whether in person or by an alternate, at a meeting shall constitute a waiver of notice of the meeting.

(2) To Others. A schedule of all regularly scheduled meetings of the Budget Committee shall be posted at such places as may be directed by the Executive Director, shall be included in a "web site" maintained by the Council, if any, and a copy shall be sent by mail or electronic mail transmission to any newspaper, radio station, television station or other member of the news media requesting such information. In the case of all special meetings of the Budget Committee, notice of such meetings shall be given to any member of the news media which has requested such notice in such a manner as to be received at least twenty-four hours in advance of any such special meeting; provided that if the special meeting is being called to deal with an emergency requiring immediate action, notice of the time, place and purpose of the meeting shall be given immediately to such members of the news media but need not be received by them at least twenty-four hours prior to the start of the meeting. A copy of the notices and agendas prepared for all regular and special meetings or a copy of the Council's newsletter giving substantially the same information shall be given by mail or electronic mail transmission at least two days prior to the date of the meeting to all persons requesting such information. At its election, the Budget Committee may require as a condition to such mailing or electronic mail transmission the payment of such persons on an annual basis, of a sum sufficient to offset cost of such mailings or transmissions. If such mailings or electronic mail transmissions are not practical under the circumstances, the same information shall be given by telephone or other method reasonably adequate to provide such information as early as possible.

Section 3. Vacancies. Any vacancy in the Budget Committee shall be filled for the unexpired term by the President. The person filling the vacancy shall meet the applicable requirements imposed by Article III, Paragraph D of the Articles of Agreement. Vacancies in alternates shall be filled by the President from those qualified persons nominated by the member who is without an alternate.

Article IV. Other Committees

Section 1. Formation and Authority. The Board of Directors and/or the Executive Committee may create such other committees as they shall deem appropriate, necessary, or

convenient and may delegate to such committees any of their powers, except the power to fill vacancies or alter the By-Laws. Such committees shall be subject to the control and direction of the Executive Committee and Board of Directors. The majority of the members of any such committee shall constitute a quorum unless other provisions for a quorum are provided for in the By-Laws and/or Constitution of said committee which have previously been approved by the Executive Committee. The act of the majority of the members of the committee present at the meeting at which a quorum is present shall be the act of the committee. The members present at a duly organized meeting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 2. Notice.

(a) To Members. Meetings of any committee formed pursuant to Section 1 of this Article shall be held at such times and upon such notice to the members of the committee as may be agreed upon by the members of any such committee. A schedule of all regularly scheduled meetings of such committee shall be given by personal delivery or by mail or, to the extent requested by members of such committee, by electronic mail transmission not less than two (2) days before the date of the meeting, provided that notice of any meeting may be waived in writing by any member before or after such meeting. Attendance by a member, whether in person or by an alternate, at a meeting shall constitute a waiver of notice of the meeting.

(b) To Others. A schedule of all regularly scheduled meetings of any committee formed pursuant to Section 1 of this Article shall be posted at such places as may be directed by the Executive Director, shall be included in a "web site" maintained by the Council, if any, and a copy shall be sent by mail or electronic mail transmission to any newspaper, radio station, television station or other member of the news media requesting such information. In the case of all special meetings of any such committee, notice shall be posted at such places as may be directed by the Executive Director, shall be included in a "web site" maintained by the Council, if any, and a copy shall be sent by mail or electronic mail transmission to any newspaper, radio station, television station or other member of the news media requesting such information. In the case of all special meetings of such committee, notice of such meetings shall be given to any member of the news media which has requested such notice in such a manner as to be received at least twenty-four hours in advance of any such special meeting; provided that if the special meeting is being called to deal with an emergency requiring immediate action, notice of the time, place and purpose of the meeting shall be given immediately to such members of the news media but need not be received by them at least twenty-four hours prior to the start of the meeting. A copy of the notices and agendas prepared for all regular and special meetings or a copy of the Council's newsletter giving substantially the same information shall be given by mail or electronic mail transmission at least two days prior to the date of the meeting to all persons requesting such information. At its election, such committee may require as a condition to such mailing or electronic mail transmission the payment of such persons on an annual basis, of a sum sufficient to offset cost of such mailings or transmissions. If such mailings or electronic mail transmissions are not practical under the circumstances, the same information shall be given

by telephone or other method reasonably adequate to provide such information as early as possible.

Article V. Personnel

Section 1. Officers. The Officers of the Council shall be those named or appointed as provided in the Articles of Agreement. Any person may hold more than one office. The President, First Vice-President and Second Vice-President shall be Directors. No other officer need be a Director.

Section 2. Executive Director. The Executive Director shall be the chief administrator of the Council and shall be selected by the Board of Directors or by the Executive Committee, and shall have such authority as set forth in Articles of Agreement.

Section 3. Chief Fiscal Officer. The Executive Director shall designate one of the employees of the Council to serve as Chief Fiscal Officer of the Council who shall supervise the receipt, deposit, investment, and disbursement of the funds of the council in a manner authorized by the Executive Committee. The Chief Fiscal Office shall furnish, when requested, to the Board of Directors, the Executive Committee, the Budget Committee and such other committees as the Executive Committee shall designate, statements and reports relating to the financial affairs of the Council.

Article VI. Amendments

The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws is vested in the Executive Committee, which may alter, amend, or repeal the By-Laws or to adopt new By-Laws by the affirmative action of at least one-half of its members. The By-Laws may contain any provision for the regulation and management of the affairs of the Council which is not in conflict with any express provision of the Articles of Agreement.

Article VII. Seal

The Executive Committee shall have the power to adopt an official seal of the Council, containing such words as deemed appropriate. Failure to affix any seal shall not affect the validity of any instrument duly executed on behalf of the Council by its officers.

Article VIII. Consultants, Supplies and Facilities

The Executive Director may contract for the service of such consultants and experts and may purchase or lease or otherwise provide for such supplies, materials, equipment, and facilities he deems necessary and appropriate in the following manner and under the following procedures:

Section 1. Consultants

- a) The Executive Director will solicit proposals from three or more consultants when seeking assistance in the fields of professional planning, engineering, or similar services. Except as otherwise required by applicable law or the Executive Director, such proposals must contain the price, scope of work, and qualifications of the submitting firm.
- b) Selection of a consultant will be based on an evaluation of the proposals submitted in their entirety, and not necessarily on cost alone.
- c) Solicitation of price proposals is not required for such professional services when the total cost involved does not exceed \$30,000.00.

Section 2. Experts

- a) The Executive Director may engage experts in the fields of accounting, management, computer, law, and other fields to assist in carrying out the purposes and programs of the Council.
- b) The Executive Director shall report the engagement of any such expert to the Executive Committee upon such engagement and annually thereafter.
- c) When the services of an expert exceed \$30,000.00, the Executive Director will obtain Executive Committee approval prior to the engagement of the services of the expert as set forth in Section 4.

Section 3. Supplies, Materials, Equipment and Facilities. The purchase or lease of supplies or facilities shall be on the basis of sealed competitive bids where the sum involved exceeds \$30,000.00 except under the following circumstances:

- a) Where there is only one source of supplies, materials, equipment or facilities within constraints of time and ability to perform the work satisfactorily.
- b) Where the supplies, materials, equipment or facilities are of such a nature that a manufacturer's proprietary interest is involved and no acceptable substitute is available.
- c) When, in the opinion of staff, it is in the best interest of the Council to negotiate the procurement of such supplies, services, materials, equipment or facilities, the method of procurement will be by competitive negotiation. When such procurement exceeds \$30,000.00 the procurement will require approval as set forth in Section 4.

In any of the above enumerated cases, supplies, materials, equipment or facilities may be purchased or leased without obtaining sealed competitive bids.

Section 4. Prior Approval. Any contract, purchase order, or other single instrument which obligates the Council in excess of \$30,000.00 shall have the prior approval of the Executive Committee before execution by the Executive Director.

Article IX. Employee Retirement Plan - Social Security

The Executive Committee is hereby authorized to establish a retirement plan for employees which plan shall be in writing and be qualified under Section 401 of the Internal Revenue Code of 1954. Any such retirement plan shall provide for contributions by the Council and may condition participation by an employee of his/her contributing to the plan. The Executive Committee shall establish a trust for the funding of any such retirement plan and shall appoint a private banking institution or any other organization qualified by the Internal Revenue Service to serve as a Director or custodian of a Section 401 plan to serve as Director or custodian of such retirement plan.

Administration of any such retirement plan shall be vested in a Retirement Plan Administrative Committee. This committee shall consist of the President, Treasurer, Executive Director, and Fiscal Officer of the Council and two full-time employees of the Council. The employee committee members shall be elected by secret ballot of all retirement plan participants and shall serve for a term of one year. The Executive Director shall designate the time of and conduct the election of employee committee members.

Subject to the approval of the Secretary of Health and Human Services (formerly Secretary of Health, Education and Welfare), the Executive Committee is authorized to cause the Council to enter into an agreement with the Secretary providing for coverage of the Council's employees under the Social Security system. This coverage shall supplement any retirement plan adopted pursuant to the foregoing paragraphs.

Originals on file at the OKI offices

Amended: 01/24/74
Amended: 11/14/74
Amended: 01/09/75
Amended: 01/08/76
Amended: 07/13/78
Amended: 01/14/82
Amended: 12/08/83
Amended: 10/11/90
Amended: 03/12/92
Amended: 08/13/92
Amended: 02/11/93
Amended: 12/08/94
Amended: 09/10/98
Amended: 11/9/06 – effective 12-15-06