

Appendix A

FLOW's By-Laws

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Friends of the Lower Olentangy Watershed (FLOW)

By-Laws

The following By-laws are the governing laws of Friends of the Lower Olentangy Watershed (FLOW). The Lower Olentangy Watershed is defined as the Olentangy River from the northern boundary of the Delaware State Park Dam to the southern boundary of the confluence of the Olentangy and Scioto Rivers including all landscape, streams and tributaries that drain into said portion of the River.

ARTICLE I

Offices

1.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Ohio at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The corporation may have other offices within or outside the State of Ohio at such place or places as the Board of Directors may from time to time determine.

ARTICLE II

Board of Directors

2.1 Numbers and Powers. The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of nine (9) persons, four of the nine shall hold an officer position (Chair, Vice-Chair, Treasurer or Secretary). The Board of Directors elects the officer positions (Chair, Vice-Chair, Secretary, Treasurer). The officer post begins in October after the annual meeting for a one-year term. The Chair must be on the board of directors for at least one year prior to holding the Chair officer position. *The Chair position is voted on at the September board meeting prior to the elections in October.* The Board of Directors elected at the initial annual meeting of Board of Directors shall be divided into three classes (Class A, Class B and Class C) each consisting, as nearly as possible, of one-third (1/3) of the total number of directors elected at that time. The term of office of Class A directors shall expire at the next annual meeting following the annual meeting at which they are elected. The term of office of the Class B directors shall expire at the next annual meeting thereafter. The term of office of the Class C directors shall expire at the third annual meeting following the annual meeting at which they are elected. At each annual meeting after the initial annual meeting, directors shall be elected for a term of three years to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

Revised August 19th 2003 by the Board of Directors- Unanimous Vote

2.2 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. When increased, the open positions may be elected by the Board of Directors.

2.3 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

2.4 Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places, either within or without the State of Ohio, as the Board of Directors may from time to time designate. The annual meeting shall be held on the first Saturday in October each year, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors, held, with proper notice, not less frequently than once each calendar quarter.

2.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

2.6 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 2.4) shall be given to each director by three (3) days prior service of the same by email, telegram, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of the meeting.

2.7 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. (5 of 9)

2.8 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

2.9 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately

after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

2.10 Executive and Other Committees. The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than one (1) director. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointing, or removing any director or officer of the corporation;
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or consolidation with another corporation.
- (e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- (f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or
- (g) Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

2.10-1 Nominating Committee- the Board of Directors serves as the nominating committee. At the July Board Meeting, each director presents potential board candidates for the October election. The Board has the right to deny nominees based on the general welfare of the organization or conflicts of interest. The membership of the organization is responsible for voting the Board of Directors into service at the Annual Meeting or written absentee ballot.

2.11 Renumeration. No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

2.12 Loans. No loans shall be made by the corporation to any director.

2.13 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of four (4) members of the Board of Directors.

ARTICLE III

Officers

3.1 Designations. The officers of the corporation shall be current members of the corporation's Board of Directors and consist of a Chair, one or more Vice Chairs (one or more of whom may be Executive Vice-Chairs), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. All officers shall be elected for terms of one year by the Board of Directors. Such officers shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

3.2 The Chair. The Chair shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the Chair by the Board of Directors.

3.3 Vice Chairs. During the absence or disability of the Chair, the Executive Vice Chairs, if any, or any of the Vice Chairs in the order designated by the Board of Directors, shall exercise all the functions of the Chair. Each Vice Chair shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

3.4 Secretary and Assistant Secretaries. The Secretary shall issue notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the Chair or the Board of Directors.

3.5 The Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the

duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the Chair or the Board of Directors.

3.6 Watershed Coordinator. The Board may select a Watershed Coordinator who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Watershed Coordinator shall have full authority for direction of the employees of the corporation, if any. The Watershed Coordinator may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine.

3.7 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

3.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

3.9 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

3.10 Loans. No loan shall be made by the corporation to any officer.

3.11 Term - Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3.12 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE IV

Fiscal Year

The corporation's fiscal year shall be from January 1st through December 31st.

ARTICLE V

Depositories

Revised August 19th 2003 by the Board of Directors- Unanimous Vote

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VI

Notices

Except as may otherwise be required by law, any notice to any director may be delivered personally or by mail or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE VII

Seal

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

ARTICLE VIII

Indemnification of Officers, Directors, Employees and Agents

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX

Conflicting Interest Transactions

9.1 Definitions. For purposes of this Article:

(a) "Conflicting interest" means the interest a director has respecting a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest if:

(1) The director knows at the time the corporation takes action that the director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction; or

(2) The transaction is brought before the Board for action, and the director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction:

A) An entity of which the director is a director, general partner, agent or employee;

(B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or

(C) An individual who is a general partner, principal, or employer of the Director.

(b) "Director's conflicting interest transaction" means a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest respecting which a Director of the corporation has a conflicting interest.

(c) "Qualified Director" means any Director who does not have either:

(1) A conflicting interest respecting the transaction; or

(2) A familial, financial, professional, or employment relationship with a second Director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first Director's judgment when voting on the transaction.

(d) "Related person" of a Director means:

(1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the Director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or

2) A trust, estate, incompetent, conservatee, or minor of which the Director is a fiduciary.

(e) "Required disclosure" means disclosure by the Director who has a conflicting interest of:

1) The existence and nature of the Director's conflicting interest; and

(2) All facts known to the Director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

9.2 Directors' Action.

(a) Majority Vote. Directors' action respecting a Director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified Directors who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

(b) Director's Disclosure. If a Director has a conflicting interest respecting a transaction, but neither the Director nor a related person of the Director is a party to the transaction, and if the Director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that Director from making the disclosure described in Paragraph 9.1(e), then disclosure is sufficient if the Director:

- (1) Discloses to the Directors voting on the transaction the existence and nature of the Director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and
- (2) Plays no part, directly or indirectly in their deliberations or vote.

(c) Quorum. A majority (but no fewer than two) of the qualified Directors constitutes a quorum for purposes of action that comply with this Article. Directors' action that otherwise complies with this Article is not affected by the presence or vote of a Director who is not a qualified Director.

ARTICLE X

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its Directors, giving the names and addresses of all Directors.

ARTICLE XI

Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of Directors unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the Directors of such class.

Adopted by resolution of the corporation's Board of Directors on _____, 1998.

Secretary

Revised 8-19-03 _____

Revised August 19th 2003 by the Board of Directors- Unanimous Vote