CLARK COUNTY RAILROAD ADVISORY BOARD BYLAWS

The Bylaws of the Clark County Railroad Advisory Board, hereinafter referred to as "Board", are constituted as follows:

SECTION 1: PURPOSE

The purpose of the Board is:

A. Advise the county manager, Board of County Councilors and staff on issues and needs related to the Clark County Short Line Railroad, known as the Chelatchie Prairie Railroad.
B. Work with Clark County staff in developing comprehensive capital and operating plans for the railroad.
C. Promote safe operation of freight and excursion train activity on the railroad.
D. Promote job-based economic development adjacent to the railroad, where appropriate.
E. Encourage revenue generating opportunities for the railroad including freight movement, excursion and entertainment activities.
F. Provide education and information on the railroad, as appropriate.
G. Work with Clark County staff in pursuing grant funding for the restoration, improvement and continued operation of the railroad.

SECTION 2: DUTIES

The duties of the Board are:

A. Provide recommendations to the director of economic development, the county manager and Board of County Councilors on achieving the maximum long-term return to the county from its investment in the railroad.
B. Collaborate with and advise the county's railroad operators on priorities established for the railroad by the county manager and Board of County Councilors.
C. Conduct regular Board meetings where county staff, the county's rail operators, and interested citizens can obtain information about the railroad, observe Board activities or provide information or opinions to the Board.
D. Review plans, contracts, financial reports, and other related documents directly related to the operation, maintenance, contractual obligations or financial opportunities of the railroad.
E. Advocate for the railroad in the community, with business and funding entities for the purpose of promoting the railroad and to enhance financial viability of the railroad.
F. To perform other such duties as may be authorized or directed by the county manager and Board of County Councilors.

SECTION 3: MEMBERSHIP

Board membership is governed as follows:

A. Board is comprised of no more than 15 members appointed by the county manager.
B. Members of the Board shall serve for a three (3) year term, staggered to ensure knowledge and experience is retained on the Board at all times. Appointments shall be for staggered three (3) year terms, provided the terms of original appointments shall be determined by lot so that approximately one-third shall be for one (1) year terms, one-third for two (2) year terms, and one-third for three (3) year terms.
C. Eligibility for becoming a member of the Board include:
    a. Clark County residency,
    b. Interest in the railroad,
    c. Ability to contribute value to the Board's work, and
    d. Able to commit time to regularly scheduled Board meetings.
D. Board vacancies will be filled as needed and as a member(s) term ends. County staff will solicit interested candidates through advertising in local newspapers, website announcements, at Board meetings, and through nominations from county staff or Board members.
E. A simple majority of the membership will constitute a quorum.
F. Members of the Board who have accumulated two consecutive, unexcused absences may be removed from the Board by the county manager and the Board chair.
G. Duties of Board members include:
    a. Becoming familiar with the railroad, its operator(s) and the rail line,
    b. Reading all materials provided to the Board prior to each meeting and coming prepared to discuss agenda items,
    c. Encouraging a cooperative and respectful spirit between Board members and the public, and
    d. Regular meeting attendance.

SECTION 4: OFFICERS

Board officers are determined and governed as follows:

A. Board officers shall consist of a chair and vice chair, nominated and selected by Board to serve in those respective capacities for a term of 12 months.
B. Chair or vice chair shall preside at all Board meetings. If chair is permanently unable to preside, the Board shall select a new chair to complete the vacated chair’s remaining term.
C. Duties of chair include the following:
    a. Call Board meetings to order, assure an agenda is followed and maintain orderly proceedings throughout.

b. Coordinate development of meeting agendas with county staff.
c. Work with Board and county manager to appoint and remove Board members as appropriate and as provided for in Section 3 and Section 5 of Bylaws.
d. Appoint subcommittee members for specific tasks as needed.
e. Perform other such duties as may be required by the Board, county manager and/or Board of County Councilors.

D. Duties of vice chair include the following:
   a. Preside over meetings of the Board in the absence of the chair.
   b. Assist chair with committee-related activities and projects.

SECTION 5: VACANCIES

The process for filling Board vacancies is defined as follows:

A. Board will first determine the desired qualifications of the prospective applicants. These qualifications shall be intended to complement the existing Board composition to better allow the Board to achieve its goals.
B. Board chair will direct County staff to solicit qualified and interested candidates through advertising in local newspapers and the County website. Board chair will also encourage standing Board members to nominate qualified individuals to be contacted by the chair to encourage their formal application to become members of Board.
C. Board chair shall establish a Board Composition Subcommittee to evaluate all applications. Subcommittee shall review all applications, conduct candidate interviews as it deems necessary and forward recommendations to Board. County manager or his designate may elect to be a member of Subcommittee.
D. Board may decide to forward up to three applications for each open position to county manager for his consideration as provided for in part (E) of this section, or may determine no qualifying applications have been received and ask the chair to re-advertise for the position(s). Board will forward a slate of recommended applicants to county manager nominating preferred applicant(s).
E. County manager may respond to Board's nomination as follows:
   1. Accept Board's nomination.
   2. Interview slate of recommended applicants and make an appointment.
   3. Reject slate of recommended applicants and re-advertise for the position(s), restarting the selection process as prescribed in this section.

SECTION 6: MINUTES OF PROCEEDINGS

Minutes of Board proceedings shall be recorded and maintained by county staff. Minutes shall summarize the discussions and actions occurring at each Board meeting. Prior to Board's adoption of minutes, proposed minutes will be distributed to Board for reference and

correction prior to regular meeting at which minutes are to be adopted. At regular Board meeting, Board will then consider minutes for adoption or amendment, as necessary.

SECTION 7: SUBCOMMITTEES

Board chair may appoint Board members, representatives of railroad operator(s), and other interested private citizens and representatives of groups and organizations to form subcommittees from time to time. At the time of the formation of such subcommittees chair shall state the objective of subcommittee and the date upon which a report shall be issued to Board. Chair shall serve as an ex-officio member of all such subcommittees. Recommendations made by subcommittees shall be considered as advisory only.

SECTION 8: DECISION-MAKING

Board decisions will be decided by a majority. Considerations for decision-making include:

A. If Board receives a request from county manager and Board of County Councilors related to the activities of the railroad, response and decisions, if necessary, will be prioritized.
B. Issues raised by a Board member, the operator(s), a customer or the public will be researched by county staff and placed on a future Board meeting agenda if necessary.
C. Business or issues raised at a regular Board meeting will be addressed at the meeting if possible or placed on the following regular meeting agenda if additional research is necessary.

SECTION 9: PUBLIC COMMUNICATION

The following are intended to promote an orderly system of holding a public meeting and to give each person who wishes an opportunity to be heard:

A. Regular meetings of the Board are open to the public and citizens are encouraged to attend. Time will be allotted each meeting for the public to address the Board. Members of the public wishing to address the Board are expected to deliver their comments in a courteous and efficient manner and speak only to issues related to the railroad and Board business. Disruptive communication will not be allowed and individuals communicating inappropriately will be asked to leave the meeting room. Any person whose comments have been ruled out of order by chair shall immediately cease and refrain from further improper comments. The refusal of an individual to desist from inappropriate, slanderous, or otherwise disruptive remarks after being ruled out of order by chair may be subject to removal from the meeting room.
B. The agenda item "Citizen Communications" will be placed on each regular meeting agenda where citizens may address the Board. Speakers must be recognized by the chair, state their name, address, and the subject of their comments. Chair shall then permit comments, if appropriate. Should multiple speakers wish to address Board, chair may limit time for

comment to three (3) minutes for each speaker. All remarks shall be addressed to the full Board and not to an individual member. The “Citizen Communications” item of the regular meeting agenda provides an opportunity for Board to hear from the public. Issues requiring additional research or investigation may not be responded to at the time public comments are received. Following the “Citizen Communications” item of the regular meeting agenda if action is required or has been requested pertaining to an issue the Board will determine its disposition and address it unless further research is required. If additional research is required the issue will be placed on a future regular meeting agenda and assign staff or a subcommittee will be assigned to research the matter.

C. Written communications to the Advisory Board that are received by the county or an individual Board member shall be provided to all members of the Board for consideration. Written communication may be submitted to the Board via direct mail, or by addressing communication to county staff who will distribute copies to of communication to Board. The communication will be entered into the record without the necessity of a reading provided sufficient copies are available to members of the public in attendance.

SECTION 10: CONFLICT OF INTEREST

Board members having a financial interest in the railroad or property adjacent to it, or who have a role with another organization having conflicting/supporting interests to railroad, or is party to an issue or concern that is before Board shall reveal the potential conflict to Board and recuse themselves from voting on any issue of conflict.