

BYLAWS  
OF  
PHILANTHROPY WEST VIRGINIA, INC.

ARTICLE I. NAME OF CORPORATION

The name of this corporation is the PHILANTHROPY WEST VIRGINIA, INC.

ARTICLE II. PURPOSES

The purposes of the corporation are the cultural, charitable and educational ones of:

- a. promoting and disseminating research into and study of charitable organizations, foundations and charitable trusts,
- b. promoting the growth and effective operation of charitable organizations, foundations and charitable trusts
- c. stimulating planning for efficient operation, financial management and grantmaking by private foundations and other charitable grantmaking organizations and
- d. providing for the dissemination of knowledge and exchange of information, ideas and procedures among charitable organizations, foundations, charitable trusts and charitable grantmaking organizations, all to the end of benefiting and promoting philanthropy.

ARTICLE III. OFFICES

The principal office of the corporation shall be located at such place in the State of West Virginia as the Board of Directors shall from time to time determine.

Admission to and continuation of membership shall be conditioned upon the making of such annual contributions to the corporation as shall from time to time be determined by a simple majority vote of the Directors. The amounts of such contributions may vary in accordance with the assets of the charitable organizations and in accordance with other criteria uniformly applicable to other organizations.

Section 2. Classes. There shall be two (2) classes of members: (1) Regular Members, referred to throughout these Bylaws as “Member or Members,” and (2) Associate Members. References to “Members” in these Bylaws shall not include Associate Members unless specifically referred to. Associate Members shall have no vote and shall have only such privileges as may be determined by the Board of Directors.

Section 3. Manner of Appointment. Any eligible organization that makes application to the Board of Directors shall become a member upon approval of its application by the Board of Directors and compliance with Section 1 of this Article.

Section 4. Rights of Members. Each member of the corporation shall be entitled to one vote, in person or by proxy, at each meeting of the members. Members present in person or by proxy shall be considered present for purposes of determining a quorum and shall be entitled to vote by proxy.

## ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held each year on such date as shall be designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members shall be held on the call of the President or majority of the Board of Directors or upon the written request of fifty (50) percent of the members.

Section 3. Notice of Meetings. Notice of the time, place and purpose of meetings shall be conveyed to each member by print or electronic medium not less than ten (10) days prior to the meeting, except that notice of the annual meeting shall be transmitted not less than thirty (30) days prior thereto.

Section 4. Place of Meetings. Meetings shall be held at such place within the State of West Virginia as shall be designated by the Board of Directors, in the case of the annual meeting, or by the party or parties calling the meeting, in the case of special meetings.

Section 5. Quorum. At all meetings of the Members a quorum shall consist of the Members present in person or by proxy. An affirmative vote of majority of members present at a meeting shall constitute the action of the members unless the vote of a larger number is required by statute or elsewhere in these Bylaws.

## ARTICLE VI. BOARD OF DIRECTORS

Section 1. Management of Corporation. The property and affairs of the corporation shall be managed by a Board of Directors.

Section 2. Qualifications of Directors. Each person elected as a Director must at the time of election be associated with a member of the corporation. If the Director becomes no longer affiliated with a member organization during his or her term, then the Director may remain in office until the next annual meeting.

Section 3. Number. The entire Board of Directors shall consist of no fewer than thirteen (13) persons and not more than eighteen (18) persons. This number may be increased by a majority vote of the Board of Directors.

Section 4. Term. Each member of the Board of Directors shall serve three (3) year terms except in the case of Directors elected to fill vacancies occasioned by death, resignation or removal of a Director before the expiration of such Director's appointed term, in which case the term of a Director appointed to fill such vacancy shall be for the unexpired term of such Director's predecessor. Directors appointed by the board to fill unexpired terms shall stand for election at the annual meeting for which the vacated term was due to expire, and service provided for the unexpired term shall not be counted as an elected term. A Director's term of service will begin on January 1st of the year following his/her election for a term of three years expiring on December 31st of that third year unless he/she is re-elected.

Directors may serve a maximum of three (3) consecutive three-year terms after which they must be absent from the Board for at least one year before becoming eligible for re-election. The term of the immediate past Chair may be extended by the Board of Trustees for one year, if necessary, to allow that trustee to serve on the Executive Committee for the year following service as Chair.

Section 5. Nomination and Election. The Nominating Committee shall nominate for election to the Board of Directors one person for each then member of the Board whose term of office expires on December 31<sup>st</sup> of that year and one person for each then vacancy on the Board of Directors. At least sixty (60) days prior to the annual meeting, notice shall be transmitted to the members of the opportunity to nominate individuals to the Board of Directors. This was changed from the 1/06 version to invite nominations from the members. Such nominations shall be received at the offices of the corporation not later than thirty (30) days prior to the annual meeting. The corporation shall **transmit** to each member with the notice of the annual meeting a ballot in such form as shall be approved by the Board of Directors, which ballot shall list all persons nominated for election as Directors at the annual meeting by the Nominating Committee and as otherwise provided herein.

Election of Directors shall be by plurality vote cast by delivery of such ballots validly marked to the offices of the corporation no later than the day before the date fixed for the annual meeting. No ballot shall be valid unless it shall cause votes to be cast for the number of persons equal to the number of Directors to be elected. Notwithstanding any other provision of these Bylaws, members whose ballots are cast as hereinabove provided shall be deemed present at the annual meeting for purposes of determining a quorum for the election of Directors but not for the purpose of the conduct of any other business.

Section 6. Resignation and Vacancies. Any Director may resign at any time. If any vacancy occurs in the Board of Directors, all of the Directors then in office may, by majority vote, choose a successor, and the Director so chosen shall hold office for the remainder of the unexpired term of the Director to whom the newly chosen Director succeeds.

Except as otherwise determined by a majority of the entire Board of Directors, any Director who shall fail to attend three consecutive meetings of the board of Directors shall be deemed to have resigned from the Board of Directors, effective upon the adjournment of the

third said meeting, and a successor may be elected by a majority of the entire Board of Directors to fill the unexpired term of the Director deemed to have resigned.

Section 7. Compensation. Directors, as such, shall receive no compensation for their services as Directors. Costs associated with travel and associated expenses shall be reimbursable as determined by the Board from time to time. The corporation may pay compensation in a reasonable amount to any member of the Board of Directors for services rendered on behalf of the corporation in a capacity other than as Director if such services are determined by the Board of Directors to be reasonably necessary to carry out the purposes of the corporation.

Section 8. Advisors. The Board of Directors may appoint any person, whether or not associated with a member of the corporation, as an Advisor to the Board of Directors. No Advisor shall have a vote at any meeting of the Board of Directors, and Advisors, as such, shall receive no compensation for their services. Costs associated with travel and associated expenses shall be reimbursable as determined by the Board from time to time.

The corporation may pay compensation in a reasonable amount to any member or Advisor for services rendered on behalf of the corporation in a capacity other than as Advisor if such services are determined by the Board of Directors to be reasonably necessary to carry out the purposes of the corporation.

## ARTICLE VII. MEETINGS OF THE BOARD

Section 1. Place. The Board of Directors may hold meetings, both regular and special, either within or without the State of West Virginia.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held on such date and at such place as is stated in the notice of such meeting.

Section 3. Notices. Notice of the time and place of meetings shall be conveyed to each Director by print or electronic medium not less than ten (10) days prior to the meeting, except that notice of the annual meeting shall be transmitted not less than thirty (30) days prior thereto. In case of a special meeting, if such meeting is being called for the purpose of amending the Bylaws or for the purpose of authorizing the sale of all or substantially all of the assets of the corporation, the notice of such meeting shall set forth the nature of the business intended to be transacted.

Section 4. Written Consents. Unless otherwise provided by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if, before or after the action, all members of the Board or committee consent thereto in writing. The written consents shall be filed with the minutes of proceedings of the Board or committee. Such consents shall have the same effect as a vote of the Board or committee for all purposes.

Section 5. Quorum. A quorum of the Board of Directors shall consist of a majority of the elected Directors. An affirmative vote of a majority of Directors present at a meeting shall

constitute the action of the Board of Directors unless the vote of a larger number is required by statute or elsewhere in these Bylaws.


Section 6. Conflict of Interest. Whenever the Board of Directors is considering a matter in which a Director has a special interest or responsibility, whether by virtue of holding office in the organization or otherwise, the Director shall disclose the facts to the Board. At the discretion of the Director concerned, or upon a majority vote of the other Directors present, the Director concerned shall temporarily withdraw from the meeting (remaining on call in the immediate vicinity), until the consideration of the matter has ended. Such temporary withdrawal shall have no effect on the presence of the quorum.

Section 7. Participation by Communication Equipment. At any meeting of Directors or committee thereof, a Director may participate in any such meeting by a conference telephone or similar communications equipment by which all persons participating in such a meeting may be in communication with each other, if all Directors are advised of such use of communications equipment and the names of Directors present at the meeting are divulged to all meeting participants. Participation pursuant to this provision shall constitute presence in person at the meeting for purposes of determining quorums and voting.

## ARTICLE VIII. COMMITTEES

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate an Executive Committee. The Executive Committee shall include the officers of the board, the immediate past Chair and may also include additional directors. The Executive Committee shall have the full power and authority of the Board of Directors to act between meetings of the Board of Directors by majority vote of all its members; provided, however, that only the Board shall have power or authority to:

- a. amend the Articles of Incorporation,
- b. adopt an agreement of merger or consolidation,
- c. recommend to the members the sale, lease or exchange of all or substantially all of the corporation's property or assets,
- d. recommend to the members a dissolution of the corporation or a revocation of a dissolution,
- e. amend bylaws or any resolution of the board which by its term shall not be so amendable or repealable,
- f. fill vacancies in the board, or
- g. terminate membership.

Section 2. Nominating Committee. The Nominating Committee  all be appointed by the Chair of the Board and shall be comprised of not less than three (3) nor more than five (5) members, a majority of which shall be Directors whose terms of office do not expire at the next annual meeting. The Nominating Committee shall be appointed on or before ninety (90) days prior to the annual meeting.

Section 3. Other Committees. The Board of Directors may designate such other committees as it shall deem appropriate. Such committees shall have such authority as shall be

delegated to them by the Board of Directors. The Chair of the Board shall be an *ex-officio* member of all such committees.

## ARTICLE IX. OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chair, a Vice Chair, a President, a Treasurer, a Secretary, and such other officers as may be designated by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary or President and Secretary. All officers shall be either Directors or employees of the corporation.

Section 2. Election and Term of Office. The officers of the corporation, excluding the office of President, shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at the designated annual meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until the officer's death or until the officer shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights. An officer may serve a maximum of three consecutive terms in a particular office.

Section 3. Resignation. Any officer may resign at any time by written notice to the Chair, or in the case of the Chair tendering his or her resignation, by written notice to the Vice Chair.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any meeting of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors at any meeting thereof for the unexpired portion of the term.

Section 6. Chair. The Chair will be the chief elected officer of the Association and will perform the usual duties of a chief elected officer and other duties as may be delegated by the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and may sign and issue all annual or other major reports of the corporation. The Chair may speak for and on behalf of the Association. The Chair will appoint all committee chairs and, with the concurrence of the Board of Directors, will be an *ex-officio* member with the right to vote on all committees except the Nominating Committee.

Section 7. Vice Chair. The principal duty of the Vice Chair is, in the absence of the Chair or in the event of the inability or legally substantiated unwillingness of the Chair to act, to perform the duties of the Chair. When so acting, the Vice Chair will have all the powers of and

be subject to all restrictions upon the office of the Chair. The Vice Chair will perform such other duties as may be assigned by the Chair or the Board of Directors.

Section 8. President. The administration and management of the Association will be in a salaried President who shall be a non-voting officer of the Board. The President will be an at-will employee and officer of the Board of Directors, who serves at the discretion of the Board of Directors. The President will be the chief executive and operating officer of the Association, with responsibility for the management and direction of all operations, programs, activities, and affairs of the Association functioning within the framework of policy aims and programs as generally determined by the Board of Directors. The President will make decisions regarding employment and termination of employment of other Association staff and supporting personnel. The President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and the President may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the corporation is entitled to vote (in accordance with the directions, if any, of the Board of Directors) except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors. The President will have such other duties as may be prescribed by the Board of Directors.

Section 9. Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors and report, or cause to be reported, all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall act.

Section 10. Treasurer. The Treasurer shall have the care and custody of the funds of the corporation, and other valuable effects, including securities, and shall keep or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the annual meeting of the Board, or whenever it may request an account of all the transactions of the Treasurer and of the financial condition of the corporation.

## ARTICLE X. CONTRIBUTIONS

The contributions as a condition of membership shall be due and payable within forty-five (45) days after the date of mailing of a statement thereof to the members.

#### ARTICLE XI. FISCAL YEAR

The corporation adopts the calendar year as its fiscal year.

#### ARTICLE XII. SEAL

The seal of the corporation shall be such form and style as may from time to time be adopted by the Board of Directors.

#### ARTICLE XIII. AMENDMENTS

These Bylaws may be amended or repealed by a vote of at least two-thirds of all of the Directors or by a vote of at least two-thirds of all of the members at any meeting, the notice for which includes notice of the consideration of such action; provided, however, that the provisions of the Bylaws dealing with the conditions of membership and the voting rights of members may be amended only by such vote of all the members.

#### ARTICLE XIV. INDEMNIFICATION

Section 1. The corporation shall indemnify any person who was or is a party to or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a trustee, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another organization, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

Section 2. The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another organization, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in a connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner



he/she reasonably believed to be in or not opposed the best interests of the corporation or its members and except that not indemnification shall be made in respect of any claims, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. (1) To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2 of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney' fees) actually and reasonably incurred by him/her in connection therewith.

(2) Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by this corporation only as authorized in the specific case upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in said Section 1 and Section 2. Such determination shall be made in either of the following ways:

(a) By the Board of Directors by a majority vote or a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(b) If such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

(c) By the members.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 of this Article XIV may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Subsection (2) of Section 3 of this Article upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation.

Section 5. Nothing contained in this Article shall affect any rights to indemnification to which persons other than Directors and officers may be entitled by contract or otherwise by law. The indemnification proved in this Article continues as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another organization, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have power to indemnify him/her against such liability under this Article.

Section 7. For the purposes of this Article, references to the corporation shall include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a Trustee, director, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another of this Article with respect to the resulting or surviving corporation as he/she would if he/she had served the resulting or surviving corporation in the same capacity.

#### **ARTICLE XV: DISSOLUTION**

In the event of dissolution of the organization, after payment of all necessary expenses thereof, all of the remaining assets and property of the organization shall be distributed to the State of West Virginia, or to such charitable or educational organizations then qualifying for tax-exempt status under § 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors may determine.