

2024 – PHILANTHROPY WEST VIRGINIA, INC. BOARD OF DIRECTORS - UPDATED 02/27/2024

Name	Position & Organization	Address	Email	Phone
Officers:				
Chair: Marian Clowes Term: 3 rd expires 12/2024	Associate Director, Sisters Health Foundation	PO Box 4440 Parkersburg, WV 26104	mclowes@sistershealthfdn.org	304.424.6080
Vice-Chair: Mike Lewis Term: 3 rd expires 12/2026	Vice President, United Bank	514 Market St. Parkersburg, WV 26101	mike.lewis@bankwithunited.com	304.424.8850
Treasurer: Janell Ray Term: 2 nd expires 12/2024	Executive Director, Pallottine Foundation of Buckhannon, & CEO, Pallottine Foundation of Huntington	PO Box 265 Buckhannon, WV 26201	jeray@pallottinehuntington.org	713.560.7451
Secretary: Brock Malcolm Term: 1 st expires 12/2025	Board of Directors, United Way of Harrison & Doddridge Counties	125 Granville Square, Suite 400 Morgantown, WV 26501	bmalcolm@bowlesrice.com	304.285.2516
President & CEO (ex-officio): Jennie Smith-Peers	President & CEO, Philanthropy West Virginia	PO Box 1584, Morgantown, WV 26507	jennie@philanthropywv.org	304.517.1450
Members:				
Dena Cushman Term: 3 rd expires 12/2026	Executive Director, Beckley Area Foundation	1210 South Kanawha St. Beckley WV, 25801	dena@bafwv.org	304.253.3806
Renee Margocee Term: 1st, Expires 12/2026	Executive Director, Tamarack Foundation for the Arts	1116 Smith St Suite 410 Charleston, WV 25301	renee@tamarackfoundation.org	304.380.4166
Christine Mitchell Term: 2 nd expires 12/2026	External Affairs Manager, Dominion Energy	2397 Davisson Run Road Clarksburg, WV 26301	christine.mitchell@hopegas.com	304.812.2394
David Moran Term: 1 st expires 12/202	Board President, Tucker Community Foundation	PO Box 491, Parsons,, WV 26287	davidmoran@tuckerfoundation.net	304.288.9533
Elizabeth Pellegrin Term: 2 nd expires 12/2025	President, Charles & Mary Fayne Glotfelty Foundation	1607 Wilshire Place Charleston, WV 25314	egencyconsulting@gmail.com	304.389.7355
Jess Puglisi-Sanders Term: 1 st expires 12/2025	Program Officer, Community Foundation for the Ohio Valley	1226 Chapline St. Wheeling, WV 26003	jess@cfov.org	304.242.3144
Mary Ann Raun Term: 1st, Expires 12/2026	Program Director, Roy & Gwen Steeley Foundation	226 B Pilot Way Martinsburg, WV 25405	maryann@steeleyfoundation.org	304-264-4048
Patty Showers Ryan Term: 1 st expires 12/2024	President, Your Community Foundation North Central West Virginia	PO Box 409 Morgantown, WV 26507	patty@ycfwv.org	304.296.3433
Renee Steffen Term: 2 nd expires 12/2026	Executive Director, Sisters Health Foundation	PO Box 4440, Parkersburg, WV 26104	rsteffen@sistershealthfdn.org	304.424.6080
Lee Storrow Term: 1st, Expires 12/2026	Senior Director of External Affairs, Community Education Group	110 Whispering Pines Way Lost City, WV 26810	lstorrow@communityeducationgroup.org	828 337-6573

YEAR 1 2023

Strategy #1: Strengthen Our Value Proposition

Objectives:

Evaluate our current programming to ensure it is high value / high profitability.

Action Steps:

- 1) Create a Matrix Map that assesses programming value / profitability, highlighting discrepancies between focus group feedback and numerical data. (within this map, focus on our different member segments: corporate, private, and family foundations, and individual philanthropists).
- 2) Compile a list of high-value / high-profitability programs and activities and examine how we might enhance them to make them greater value for our members/ higher profitability.
- 3) Compile a list of low value / low profitability programs and activities and examine how we might change them to make them high value / high profitability.
- 4) Eliminate programs and activities that cannot be transformed into high value / high profitability programs.
- 5) Review Education Affinity Group and how to enhance and deepen value and impact.
- 6) Review and Enhance Conferences for members, delivering value and what they need.

Work with national philanthropy serving organizations (PSO), regional and state PSOs to create partnerships to engage in rural places and/or lift WV's visibility as a place to invest and explore.

Action Steps:

- 1) Identify and co-host programming and knowledge sharing with state, regional, and national PSOs.

Reposition our branding to emphasize our role as a philanthropic leader in a state with power and potential.

Action Steps:

- 1) Write a Communications and Marketing Plan (editorial calendar / everygreen blogs) with clarity on newsletter objectives (through this, we can share a consistent voice).
- 2) Review and revise the communications style guide.
- 3) Promote and advance public-private-philanthropic-policy partnerships from national to state to local levels that bring resources, opportunities, and equitable access to all West Virginians. (Examples: Give to WV initiative / Ascendum).

Strategy #2: Advance our values and commitment to cultivating abundance

Objectives:

Move our mindset (and the field) to cultivate abundance within Philanthropy.

Action Steps:

- 1) Create and adopt a state and federal policy agenda.
- 2) Promote, advocate, and build upon public policy and programmatic opportunities that put West Virginia on a track of growth and thriving, such as the Come Home Award, leveraging Federal funds, and creating statewide policy coalitions.

Create and model collaborations that advance our mission, vision, and values among philanthropy, nonprofits, business, government, and citizens

Action Steps:

- 1) Develop and pursue sponsorships and grants for sustainable support of the organization.
- 2) Opioid Settlement Funding - explore our role and offer services.

Strategy #3: Strengthen Internal Operations

To create a thriving culture within the organization.

Action Steps:

- 1) Build a cohesive and high-functioning staff team, focusing on long-term staff retention.
- 2) Ensure opportunities for targeted staff professional development to build expertise and knowledge.
- 3) Update personnel policies based on best practices in human resource management.
- 4) Find new office space that better meets the organization's needs.

YEAR 2 2024

Strategy #1: Strengthen Our Value Proposition

Objectives:

Evaluate our current programming to ensure it is of high value / high profitability.

Action Steps:

- 1) Continue to evaluate and enhance programs for each segment of the member population.
- 2) Eliminate programs and activities that cannot be transformed into high-value / high-profitability programs.
- 3) Evaluate and launch PWV consulting services for the sector within the state and region.
- 4) Cultivate and Develop new Affinity Groups, if needed.

- 5) Develop and deliver programming to help build members' capacity on DEIB.

Work with national philanthropy serving organizations (PSO), regional and state PSOs to create partnerships to engage in rural places and/or lift WV's visibility as a place to invest and explore.

Action Steps:

- 1) Model Alaska's and Colorado Funders Tour into Philanthropy WV Tour
- 2) Continue to partner with regional PSOs to offer co-sponsored learning opportunities.

Enhance and leverage our influence as the authority on understanding and transforming rural communities.

Action Steps:

- 1) Advocate for the broad understanding of rural philanthropy at the local, state, and national levels.
- 2) Submit RFPs to speak at regional and national conferences about transforming rural communities. (this will help us elevate our presence).
- 3) Actively work to bring new voices to the table in philanthropy by developing young philanthropists and underrepresented individuals and groups.

Strategy #2: Advance our values and commitment to cultivating abundance

Objectives:

Move our mindset (and the field) to cultivate abundance within Philanthropy.

Action Steps:

- 1) Evaluate policy agenda and update if necessary
- 2) Promote, advocate, and build upon public policy and programmatic opportunities that put West Virginia on a track of growth and thriving, such as the Come Home Award, leveraging ARPA funds, and creating statewide policy coalitions.
- 3) Track and identify opportunities for more robust public policy engagement, priorities, and collaborations that increase resources and opportunities for all citizens.

Create and model collaborations that advance our mission, vision, and values among philanthropy, nonprofits, business, government, and citizens.

Action Steps:

- 1) Create opportunities that grow the resources and increase WV's successes (ex. Statewide match fund to secure federal grants and national foundation dollars in partnership with state government).

- 2) Track and evaluate the smart growth of this work to identify what is fit for our mission and other partnerships that could better manage the work.
- 3) Continue to develop and pursue sponsorships and grants for sustainable support of the organization.

Serve as a resource for individuals and organizations interested and involved in philanthropy.

Action Steps:

- 1) Create resource guides that share how individuals and companies can give back to their communities (see Council of Michigan Foundations guides as samples).
- 2) Develop and expand consulting services to include meetings with philanthropic advisors (e.g., lawyers, financial planners) and their clients to discuss the landscape of philanthropy in West Virginia, opportunities to make a larger impact, etc.
- 3) Federal Funders Resources - Hub for State.

Strategy #3: Strengthen Internal Operations

To create a thriving culture within the organization.

Action Steps:

- 1) Ensure opportunities for targeted staff professional development to build expertise and knowledge.



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.

Section 1. Membership Admission. 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 organization shall become a member upon approval of the President & CEO and staff based upon the board approved membership criteria, 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, virtual*, or by representative, at each meeting of the members. Members present in person, virtual, or through their determined representative shall be considered present for purposes of determining a quorum and shall be entitled to vote by proxy.

(definition of virtual: being on or simulated on a computer, phone, or computer network – Merriam-Webster)

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, virtual, 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 Governance 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 31st 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, the call for nominations 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 twenty (20) days after the call for nominations is issued at which time the Governance Committee will meet to review the nominations received. At thirty (30) days prior to the annual meeting, the corporation shall transmit to each member with the notice of the annual meeting a ballot (*electronic or hard copy*) in such form as shall be approved by the Board of Directors. The fore referenced ballot shall list all persons nominated for election as Directors at the annual meeting by the Governance 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 a week 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. Governance Committee. The Governance Committee shall 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 Governance Committee shall be appointed at the beginning of each year to ensure oversight of which a chair will be appointed to lead the committee by the Board Chair. This committee shall be responsible for: (1) the nomination of board members, (2) annual review of by-law, (3) review of major policies of the organization, and (4) evaluating the operating documents and making recommendations regarding such matters to the Board of Directors. The Governance Committee shall facilitate the nomination and election process as outlined in Article VI, Section 5 of this document. In facilitating the nomination and election process, the Governance Committee shall consider the needs of Philanthropy West Virginia for particular areas of interest or expertise, commitment to the mission and purposes of the Philanthropy West Virginia and diversity and representation of the state and our membership.

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 contende* 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 provided 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.

PHILANTHROPY WEST VIRGINIA PERSONNEL POLICIES AND HANDBOOK

PROPOSED FOR IMPLEMENTATION BY JULY 1, 2014

APPROVED BY THE PHILANTHROPY WV BOARD OF DIRECTORS ON JUNE 19, 2014

DISCLAIMER

THIS HANDBOOK IS INTENDED FOR INFORMATIONAL PURPOSES ONLY. IT DOES NOT CREATE A CONTRACT OF EMPLOYMENT, NOR DOES IT GUARANTEE ANY EMPLOYMENT FOR ANY LENGTH OF TIME. PHILANTHROPY WEST VIRGINIA RESERVES THE RIGHT TO AMEND OR ABOLISH THIS HANDBOOK AND THE POLICIES HEREIN AT ANY TIME, WITH OR WITHOUT NOTICE, AS THIS HANDBOOK IS INTENDED FOR ITS BENEFIT ALONE. JUST AS YOU ARE FREE TO END YOUR EMPLOYMENT RELATIONSHIP WITH PHILANTHROPY WEST VIRGINIA AT ANY TIME, PHILANTHROPY WEST VIRGINIA RETAINS THE RIGHT TO TERMINATE YOUR EMPLOYMENT AT ANY TIME. ALL EMPLOYEES ARE EMPLOYED AT-WILL AND MAY RESIGN OR BE TERMINATED AT ANY TIME FOR ANY REASON, SO LONG AS THAT REASON DOES NOT VIOLATE ANY FEDERAL OR STATE LAW.

NO REPRESENTATIVE OF PHILANTHROPY WEST VIRGINIA, OTHER THAN _____, HAS THE AUTHORITY TO ENTER INTO ANY AGREEMENT FOR EMPLOYMENT FOR ANY SPECIFIED PERIOD OF TIME OR TO OFFER ANY JOB SECURITY NOT EXPRESSLY CONTAINED HEREIN, AND ANY EMPLOYMENT AGREEMENT ENTERED INTO BY THESE INDIVIDUALS MUST BE IN WRITING AND MUST BE SIGNED BY ALL PARTIES.

RECEIPT OF PERSONNEL POLICIES AND HANDBOOK

I, _____, acknowledge receiving a copy of the Employee Handbook of Philanthropy West Virginia. I further acknowledge that I shall read and become familiar with the Employee Handbook within seven (7) days of my receipt of it. I understand that abiding by the rules and policies herein is a condition of my continued employment with Philanthropy West Virginia. I further acknowledge my understanding that Philanthropy West Virginia may add to or change these rules and policies from time to time. I further understand that these may not be the only rules of Philanthropy West Virginia, and that there may be additional rules and regulations relating to the operation of my assigned department or the operation of Philanthropy West Virginia. Further, I understand that this handbook is not a contract, nor does it create any contractual relationship. I understand that I am employed on an at-will basis, and that I am free to end my employment relationship with Philanthropy West Virginia at any time, just as Philanthropy West Virginia retains the right to terminate my employment at any time for any reason.

Date

Signature

I. INTRODUCTION:

These operating policies and practices have been adopted by the Board of Directors for employees of Philanthropy West Virginia. (“staff member”).

For the purposes of this document, the word “employee” will be used in reference to:

Introductory Contracted Employee	An employee in his/her first three months of employment
Regular Contracted Employee	A full-time or part-time employee expected to work more than six months
Temporary Contracted Employee	A full-time or part-time employee expected to work less than six months
Independent Contractor	A person with a term contract who is not on the agency’s payroll.
Full-time Contracted Employee	An employee who works at least 40.0 hours per week.
Part-time Contracted Employee	An employee who works less than 30 hours or less per week

To the extent any policies within this manual are inconsistent with any employee handbook otherwise applicable to any employee, this handbook takes precedence.

The adoption of the included policies does not create or constitute an express or implied contract between Philanthropy West Virginia (“Philanthropy WV”) and any employee or contractor. Philanthropy WV or the employee may terminate the employment relationship at any time, without prior notice. Philanthropy WV may terminate an employee for any or no reason. This is called at-will employment.

On occasion, Philanthropy WV may change, amend, or discontinue any of the provisions of its Personnel Policies and Practices at the discretion of Philanthropy WV and without prior notice to the employee.

The President/CEO of Philanthropy WV is responsible for administering these policies. Exceptions to written policies are at the discretion of the President/CEO.

II. ETHICS AND CONFLICT OF INTEREST:

A. Ethics.

Our Code of Ethics

Given its mission, Philanthropy WV has adopted a Code of Ethics (“Code”) to guide its board members, committee members, and staff in their conduct when acting on behalf of Philanthropy WV. The Code contains broad principles reflecting the types of behavior Philanthropy WV expects toward constituents, employees, peers and the public. The Code is intended to provide a framework for ethical decision-making, as no Code can provide specific guidance for all situations. This policy is not intended as a stand-alone policy. It does not embody the totality of Philanthropy WV’s ethical standards, nor does it answer every ethical question or issue that might arise. Rather, it is one element

of a broader effort to create and maintain a quality organization that places ethical conduct as the highest priority. This Code will be reviewed periodically.

Our Practices on Ethics:

Board members, committee members, and staff will:

1. Exercise care, good faith, and due diligence in organizational affairs.
2. Strive for excellence and innovation and demonstrate professional respect and responsiveness to constituents and others.
3. Contribute to an organizational culture that respects the diverse, individual contributions of staff and leadership.
4. Respect the confidentiality of sensitive information about Philanthropy WV, its constituents, board, and employees.
5. Comply with applicable federal, state, and local laws, regulations, and fiduciary responsibilities.
6. For the board of directors, provide credible and effective oversight to the organization's work.
7. Abide by the governing documents and policies of Philanthropy WV, including the following: Conflict of Interest, Reporting of Unethical or Illegal Conduct, and our Accounting Practices & Procedures policies.
8. Be accountable for adhering to this Code of Ethics.
9. Act at all times in accordance with the highest ethical standards and in the best interest of Philanthropy WV, its constituents, and reputation.

B. Reporting a Violation of Code of Ethics (“Whistleblower Policy”)

Purpose

The purpose of this policy is to provide all board members, committee members, and staff with guidelines for the reporting of unethical or illegal behavior by Philanthropy WV board members, committee members, staff, vendors, professional service providers, or affiliated organizations.

Our Policy

If any employee, contractor, board member, or volunteer believes that some policy, practice, or activity of Philanthropy WV is in violation of law, a written complaint must be filed by that individual with the President/CEO, Board Chair, or Board Vice-Chair. In the event that any person with a reporting obligation believes that there is a conflict of interest on the part of the person to whom the allegations of suspected improper conduct are to be reported, the next higher level of authority shall receive the report.

It is the intent of Philanthropy WV to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this policy is to support Philanthropy WV's goal of legal compliance. The support of all employees, contractors, board members, and volunteers is necessary to achieving this compliance.

Philanthropy WV has developed and implemented internal controls and procedures that are intended to detect and prevent or deter improper activities. There may, nonetheless, be both intentional and unintentional violations of laws, regulations, policies, and procedures. Philanthropy WV has a responsibility to investigate and, where appropriate, report allegations of suspected improper conduct.

This policy provides for confidentiality, and confirms that any person who makes a good faith report of suspected improper conduct or who participates in the investigations of such a report will be protected from retaliation by Philanthropy WV or anyone within its control.

Reporting individuals frequently make their reports in confidence. To the extent possible within the limitations of law and policy and the need to conduct a competent investigation, confidentiality shall be

maintained. Be advised that your identity may become known for reasons beyond the control of the investigators. The identity of the subject(s) of such investigation shall be maintained in confidence subject to the same limitations.

C. Conflict of Interest

Purpose

Philanthropy WV strives to maintain the highest ethical standards in all policies, procedures, and programs and to avoid any conflicts of interest.

Our Policy

Definitions

1. Interested Person

Any director, officer, member of a committee with board delegated powers or employee who has a direct or indirect financial interest (as defined in Section 2) or duality of interest (as defined in Section 3), is an interested person. A volunteer is covered under this policy if that person has been granted significant independent decision making authority with respect to financial or other resources of Philanthropy WV. Persons covered under this policy are hereinafter referred to as 'interested parties.'

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (the family of any individual shall include only his spouse, parents, children, grandchildren, great grandchildren, and the spouses of children, grandchildren, and great grandchildren):

- a. An ownership or investment interest in any entity with which Philanthropy WV has a transaction or arrangement, or
- b. A compensation arrangement with Philanthropy WV or with any entity or individual with which Philanthropy WV has a transaction or arrangement, or,
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Philanthropy WV is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

3. Duality of Interest

A duality of interest exists when a director, officer, committee member, or employee of Philanthropy WV is affiliated with an organization seeking to request a grant from Philanthropy WV. Such affiliation exists if the person is a director, trustee, officer, or employee of Philanthropy WV, or has an unofficial role such as significant donor, volunteer, advocate, or advisor. A duality of interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a duality interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

4. Conflicted Person

Any interested person who has a conflict of interest.

Our Practice:

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of his or her financial or duality of interest and all material facts to the directors and members of committees with board delegated powers considering the proposed transaction, arrangement, or grant. The disclosure should be made when the interest becomes a matter of board or committee action and on the Conflict of Interest Disclosure Statement attached which shall be updated annually.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the interest and all material facts, and after any discussion with the interested person, the interested person may declare that a conflict of interest exists. If the interested person declares that a conflict of interest does not exist, he or she may be asked to leave the board or committee meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

Where the actual or potential conflict involves an employee of Philanthropy WV, other than the President/CEO, the President/CEO shall be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of Philanthropy WV. The President/CEO shall report to the Board Chair the results of any review and the action taken. The Board Chair, in consultation with the Executive Committee, shall determine if any further board review or action is required.

For Board and Committee members, conflict of interest will be reviewed in the Board meeting setting with the following steps:

- a. A conflicted person may make a presentation at the board or committee meeting, but after such presentation, s/he may be asked to leave the meeting during, and shall abstain from, the discussion of, and the vote on, the transaction, arrangement, or grant.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction, arrangement, or grant.
- c. After exercising due diligence, the board or committees shall determine whether Philanthropy West Virginia can obtain a more advantageous transaction, arrangement, or grant with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction, arrangement, or grant is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the members thereof who are not conflicted persons whether the transaction, arrangement, or grant is in Philanthropy WV's best interest and for its own benefit and whether the transaction is fair and reasonable to Philanthropy WV and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose a financial or duality of interest, it shall inform the member of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose a financial or duality of interest, it shall take appropriate disciplinary and corrective action.

Records of Procedures

The minutes of the board and all committees with board-delegated powers shall contain:

1. The names of the persons who disclosed a financial or duality of interest, the nature of the financial or duality of interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction, arrangement or grant, the content of the discussion, including any alternatives to the proposed transaction, arrangement, or grant, and a record of any votes taken in connection therewith, including a record of abstentions.
- 3.

Compensation Committee

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Philanthropy West Virginia for services is precluded from voting on matters pertaining to that member's compensation.

Annual Statements

Each director, officer, member of a committee with board delegated powers and employees shall annually sign a statement that affirms that such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and,
- d. Understands that Philanthropy West Virginia is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

III. ATTENDANCE AND TIME OFF:

Because each employee is an essential member of our team and teamwork is important, we expect employees to be prompt and regular in attendance.

Our Practices:

A. Working Hours

Reporting for work as scheduled and on time is the responsibility of each employee. Philanthropy WV has established standards to ensure regular attendance to meet the needs of each internal operation.

Work schedules, including workdays and starting/stopping times, are established based on business needs. Philanthropy WV maintains operating hours of Monday through Friday from 8:30 AM to 5:00 PM, and employees receive a half hour lunch break. An employee's work week typically is comprised of 40 hours of work over a seven day period, beginning each Sunday.

B. Absent Notification

When one of the Philanthropy WV's staff members is unexpectedly unable to report for work, the President/CEO should be advised directly by phone or email not later than 9:00 AM of the day of the absence. A staff member's immediate family member or household member may notify the President/CEO if the staff member is unable to do so.

In order to effectively conduct organizational business, and maintain safety and security, Philanthropy WV must be able to account for each of its employees between the hours of 8:30 AM and 5:00 PM, Monday through Friday.

Employees who work offsite or are utilizing leave time during these hours must seek approval of the President/CEO. Please use the Absence Request Report form to request leave. Please record all office absences on your timesheet, and record your "present" or "away from the office" status on the organizational calendar posted in the front office.

Accurate, signed timesheets must be submitted to your Supervisor by noon on every other Monday.

Excepting emergencies, submit requests for Paid Time Off (PTO) to the President/CEO at least 3 business days in advance of the date requested. Requests must be approved by the President/CEO in advance of the leave. The President/CEO may approve or deny the request, subject to organization needs.

On certain occasions business needs may require non-salaried employees to work in excess of 40 hours. Eligible employees will receive overtime pay. Contracted or leased employees may not exceed 40 hours of work in any seven day period.

C. Flex-Time

Occasionally, non-salaried employees will be asked to, or will need to, work outside operating hours. Flex-Time affords employees this option. An employee should submit a request in writing to her/his supervisor if s/he wishes to be considered for a flex-time work arrangement. The request for flex-time may be granted by the President/CEO after consideration is given to the needs of the organization and whether a flex-time arrangement will interfere with fulfilling the responsibilities of the employee's job. Employees using a flex-time arrangement must receive their supervisor's prior approval.

D. Holidays

Philanthropy WV sets an annual holiday schedule taking into account the holiday schedule of its leased employees. Christmas Eve and the Friday after Thanksgiving are organizational holidays. The President/CEO will confirm the schedule and notify the Finance & Administration Committee by December 31st of the year prior to the new work year.

E. Paid Time Office (PTO)

Philanthropy WV recognizes that its employees will occasionally need or choose to take time from work. Philanthropy WV provides Paid Time Off ("PTO") to its employees, and does not ask employees to

categorize the time off. Employees are afforded PTO as outlined, and may use the days for any purpose, until the allotted days are exhausted.

After ninety days of consecutive employment, employees become eligible for PTO. PTO comprises, but is not limited to, personal use days, vacation days, sick days, appointments, family emergencies, and volunteer activities. Employees need not categorize their leave. PTO is calculated on a calendar year basis, and available days are based on years within the organization. Individuals who have not reached ninety days of consecutive employment but experience extenuating circumstances requiring PTO should submit requests to the President/CEO for consideration on a case-by-case basis.

Tier #1:

After ninety days of employment, employees become eligible for PTO. From the ninetieth day to the date of three years’ continuous service, employees receive fifteen (15) PTO days per year to be used at their discretion with scheduling approval of their supervisor. Employees who negotiate other initial PTO plans will remain at such levels for the new employee three year period.

Tier #2:

After three years of continuous service, an employee will receive twenty (20) PTO days per year, or five additional days to the number of days negotiated as a Tier 1 employee.

Tier #3:

After five years of continuous service, an employee will receive twenty-five (25) PTO days per year. PTO leave is capped at twenty-five (25) days per year.

Carryover of Days

PTO is to be exhausted each calendar year. An employee may request approval from the President/CEO and in the case of the President/CEO a request to the Board of Directors, to carry over up to seven days of unused PTO, which must be used within the first quarter of the new calendar year. Carry over requests are approved upon review of the organization’s financial position and explanation of the need to carry over. Philanthropy WV will document any carryover as a financial liability for the organization in its financial reports for the Board of Directors.

i. Philanthropy WV’s Practice for PTO is that requests for PTO must be submitted at least three business days in advance for approval by the President/CEO.

During an employee’s first year of employment, PTO is earned on a pro-rated scale based on date of hire, and commences after ninety days’ continuous service. Pro-rated PTO is calculated as follows:

Pro-rated PTO Based on Date of Hire

Month Employment Begins	% of PTO Time Available
January	100%
February	95%
March	90%
April	80%

May	70%
June	60%
July	50%
August	40%
September	30%
October	20%
November	10%
December	0%

PTO calculations are rounded to the nearest whole day or hour. PTO Calculations ending in 0.00 or 0.49 will be rounded down. PTO calculations ending in 0.50 to 0.99 will be rounded up.

Employees working twelve months or less are not eligible for pro-rated payment of PTO upon departure. Employees who are involuntarily terminated due to dishonesty, falsification of application, misconduct, or violation of the conditions of your employment (e.g harassment, theft, violence or threats of violence, serious infractions of the Philanthropy WV Staff Policy & Practices Manual or rules), forfeit payment of any unused PTO..

Departing and retiring employees will receive a pro-rated amount of PTO (less any PTO already used) provided the following conditions are met:

- You have been employed with Philanthropy WV or through its contracted employee leasing firm for more than one year;
- You provide at least two weeks' written notice;
- You continue working after giving notice.

Pro-Rated PTO Upon Termination of Employment

If You Leave During.....	% of PTO Eligibility
January	0%
February	10%
March	20%
April	30%
May	40%

June	50%
July	60%
August	70%
September	80%
October	90%
November	95%
December	100%

Unused PTO will be paid in lump sum with the employee's final paycheck. Employees who have exceeded earned PTO at departure will be assessed at the rate of one day's pay for each excess used day, subtracted from their final paycheck.

Unplanned absences must be reported to your supervisor by 9:00 a.m. on the day of the absence, or if at work, before leaving the office. If the supervisor is unavailable to take the call, the employee should leave a voicemail on the President/CEO's cellular phone and send an email. Upon return to work, please complete an absent request form documenting the absence.

Philanthropy WV requires its employees to produce a physician's statement if an unplanned absence is for 5 consecutive days or more. Note that planned absences may exceed 5 consecutive days.

F. Bereavement Leave

In the case of death of an immediate family member, employees may request leave not to exceed 3 days. Requests should be made to the President/CEO. The immediate family is defined as parents, spouse, children, step-children, siblings, domestic partners, immediate in-laws, or individuals residing in the staff member's home. Absence beyond three days will be without pay or charged against available PTO, as determined by the employee.

G. General Leaves of Absence including Maternity & Parental Leave

Although leaves of absence are generally not available, individual circumstances may best be served by leaves. Absence without pay may be granted on a case-by-case basis to regular full-time staff members of Philanthropy WV in the event of illness, temporary disability, maternity, paternity, or for personal reasons. Staff members must have completed one year of continuous service with the organization to be eligible for a leave of absence for personal reasons. Leaves of absence are for a specific period of time but shall not exceed 90 days. In the event a leave of absence can be planned in advance, please notify the President/CEO as early as you are comfortable doing so.

A leave of absence will be granted after a written request has been approved by the President/CEO and the Executive Committee of the Board of Directors. Philanthropy WV will generally attempt to place a person on leave of absence in the same or similar position upon return, but may determine in its absolute discretion that the staff members' position be filled by another person. If, in the interest of work scheduling, it becomes necessary to fill the job of a staff member on a leave of absence, Philanthropy WV reserves the right to do so.

The employee must use all accumulated PTO leave at the commencement of the leave of absence.

Accrual of and eligibility for benefits other than PTO are managed by the employee leasing company, and benefits are continued or modified at the leasing company's discretion

H. Military Duty

Philanthropy WV respects military commitments, and will accommodate these commitments with prior notice to the President/CEO.

I. Jury Duty

Employees summoned for jury duty shall be given time off with pay. When court schedule permits, the employee is expected to work for Philanthropy WV.

IV. EMPLOYMENT:

Our Policy: *Philanthropy WV honors and appropriately provides employment to hardworking individuals to lead and grow our vital and vibrant statewide network and we do so in accordance with all applicable laws.*

Our Practices include the following:

A. Equal Employment Opportunity

In accordance with all requirements of federal, state, or local law, Philanthropy WV is an Equal Employment Opportunity employer and does not discriminate in hiring or employment on the basis of race, color, national origin, religion, sexual orientation, gender, marital status, veteran status, age, or physical or mental disability that, with reasonable accommodation, allows the safe performance of essential job functions.

B. Hiring Authority

The President/CEO is responsible for employing and terminating staff and contractors. Philanthropy WV leases its staff who are supervised by the President/CEO or other staff as determined by the President/CEO.

C. Application

Prospective employees are required to submit written resumes that include education and experience, individual and professional interests and talents, and any responsibilities that might affect placement or ability to perform the essential functions of the job the applicant seeks. All employees are required to submit written references that will be investigated before final employment. This written record becomes part of the personnel files.

D. Orientation

Upon selection and hiring through the employee leasing firm, a new staff member will be provided with this manual. The President/CEO and staff member will discuss the document and carefully review the staff member's job description.

Each new staff member will be thoroughly briefed on the purpose and goals of Philanthropy WV. Through carrying out assigned duties and responsibilities, each staff member helps to achieve the objectives of the Philanthropy WV.

The President/CEO and/or the employee leasing firm will be responsible for assisting all new staff members with necessary personnel forms.

E. Immigration

It is the policy of Philanthropy West Virginia to employ or contract/lease only those individuals entitled to work in the U.S. In complying with the Immigration Reform and Control Act of 1986 (IRCA), it is against organizational policy to discriminate because of an individual's national origin, citizenship or intent to become a U.S. citizen. In compliance with IRCA law, all employees hired on or after November 7, 1986 will be required to complete the employee's section of Form I-9 and produce the required proper documentation indicated on Form I-9 within 3 days of employment. Philanthropy WV relies on its employee leasing firm to manage and facilitate matters related to work entitlement.

F. Job Descriptions

There shall be a job description for each position outlining roles and responsibilities. The job description focuses on core duties and is not intended to be all-inclusive. This job description shall be presented to each staff member upon hiring and shall be modified as needed from time to time. The description is not limiting, but allows for change and modification of responsibilities as conditions warrant. The job description will serve as one of the guidelines in performance evaluations. Occasionally, staff members may be expected to perform functions not detailed in the job descriptions, but within their capabilities.

G. Introductory Period

There will be an initial period of contracted/leased employment in which the employee has the time to become familiar with Philanthropy WV and the new position and Philanthropy West Virginia has the opportunity to evaluate the staff member's performance. This initial period will be three months from the start of contracted/leased employment. The introductory period for staff members may be extended for one additional month at the discretion of the President/CEO. The introductory period for the President/CEO may be extended for an additional three months at the discretion of the Executive Committee. At the end of the introductory period, the President/CEO staff member's performance will be reviewed by the individual staff member with the President/CEO.

H. References

Philanthropy WV reserves the right to release title of last position held and dates of employment for former staff members. Performance and salary data will be released only upon written authorization from the former staff member. All reference checks should be directed to the President/CEO.

V. CONTRACTED/LEASED EMPLOYEE BENEFITS:

Because Philanthropy WV employees are hired through a leasing firm, the leasing firm facilitates all benefit programs including insurance coverage.

President/CEO

The benefits program of the President/CEO will be considered separately from other positions, and will be determined on an individual basis for each President/CEO in consultation with the Executive Committee and Board of Directors of Philanthropy WV.

VI. COMPENSATION

A. Payroll

Staff members will be paid bi-weekly by check or direct deposit through Philanthropy WV's employee leasing/contracting service. If the payroll date falls on a holiday, staff members will be paid the preceding workday. Philanthropy WV will not pay employees in advance and will not loan employees money against their paychecks.

B. Salary Levels

The President/CEO will establish salary levels for staff to be approved in aggregate by the Board of Directors upon recommendation of the Executive Committee. The salary level for the President/CEO will be established by the Board of Directors upon recommendation by the Executive Committee. Salary levels will be reviewed prior to each new fiscal year. Salary increases are not automatic, but are based on merit and performance.

C. Overtime

Our Practice:

Each staff member recognizes that the demands of his or her position may require the employee to work extra hours on occasion. As all staff are salaried employees, Philanthropy WV complies with the practices of its employee leasing firm.

D. Performance Review

All staff members generally will receive a performance review at the end of their first three months and annually thereafter during the months of February or March. This performance review is a process requiring the active participation of the President/CEO and the staff member being evaluated. It shall consist of a written evaluation to be discussed by the staff member and President/CEO and placed in the staff member's personnel file.

The performance review of the President/CEO will be conducted by the Chair and Vice-Chair of the Board of Directors with input from the entire Board of Directors, as set forth in the President/CEO's Annual Review Policy.

VII. NON-HARASSMENT POLICY:

It is Philanthropy WV policy that all staff members have a right to work in an environment free of harassment and discrimination. Philanthropy WV prohibits all forms of harassment, including sexual, racial, and gender status. Harassment includes, but is not limited to, unwelcome statements or actions based on sex, race, age, religion, national origin, disability, sexual orientation or other protected group status that are sufficiently severe or pervasive so as to unreasonably interfere with an individual's work performance or create an intimidating, hostile, or offensive working environment.

Philanthropy WV prohibits harassment of its staff members in any form -- by supervisors, co-workers, or suppliers.

Sexual harassment includes, but is not limited to, unwelcome sexual advances, requests for sexual favors and other such verbal or physical conduct of a sexual nature that is sufficiently severe or pervasive so as to unreasonably interfere with an individual's work performance or create an intimidating, hostile or offensive working environment.

Any person who has experienced or observed harassment by anyone at Philanthropy WV, including supervisors and co-workers, is strongly urged to bring the problem to the attention of the President/CEO, Board Chair, or Board Vice-Chair. In the event that any person believes that there is a conflict of interest on the part of the person to whom the allegations of harassment are to be reported, the next higher level of authority shall receive the report.

Philanthropy WV prohibits retaliation against any staff member for having raised such a complaint. Complaints will be investigated and handled as confidentially as possible. We will take appropriate corrective action, including discipline, suspension, or discharge to remedy violations of this policy.

VIII. HEALTH:

A. Drug and Alcohol Policy

The use, sale, transfer or possession of alcohol, drugs, controlled substances, drug paraphernalia, or any combination thereof, on any agency premises or work sites may be grounds for discharge. Entering Philanthropy WV premises or being at work with drug paraphernalia or under the influence of alcohol, drugs, or controlled substances, or any combination thereof, may be grounds for discharge.

When an employee is using prescription or over the counter drugs, or other medicine or stimulants which may affect the employee's ability to safely and/or efficiently perform his/her duties, the employee is required to advise his/her supervisor before beginning work. If there is any question concerning the employee's ability to perform safely and/or efficiently, the employee will be sent home.

Our Practice: Please note that in the case of special events requiring alcohol service, Philanthropy WV will not serve alcohol, but it is our practice to use an independent party or vendor to provide such services.

B. Smoking

Philanthropy WV promotes good health among employees, and complies with any ordinances regarding smoking in the public areas of the office building. Smoking is prohibited in the work place except in areas designated by office building management.

IX. INFORMATION:

Our Policy: *All information developed, maintained or gathered for specific Philanthropy WV business, membership details, etc. is confidential, and is to be kept private for organizational purposes unless given permission by the President/CEO for distribution. Upon an employee's departure, all confidential and internal information of Philanthropy WV is to be returned to the organization.*

Our Practices are as follows:

Members' Records and Mail List

Records of members, organization partners, and others contained as part of the organization's master mail list and elsewhere within the office is solely for Philanthropy WV business. Under no circumstances is the information to be used for personal purposes of any staff member or former staff member of Philanthropy WV, nor be removed from Philanthropy WV offices unless for Philanthropy WV business purposes.

X. OFFICE SYSTEMS:

Our Policy: It is the policy of Philanthropy WV to maintain the Office Systems for use by the staff for job-related purposes. All information and data generated from or contained in such systems is the property of the organization. Employees do not have privacy rights with respect to the use of Philanthropy WV E-Mail, voice mail, or other office systems. There may be times when, for legitimate business reasons, Philanthropy WV may, without notice, authorize supervisory Staff to inspect and/or review the Office Systems, including E-Mail, voice mail, office files and work areas. This right does not allow individual staff members to intrude upon the work space, E-Mail, or voice mail of another, or to inspect any Office Systems without appropriate authorization. Abuse of this Office Systems Policy is subject to disciplinary action, up to and including discharge from employment or appointment. In light of rapidly emerging technological advances and the evolving legal environment, Philanthropy WV policy regarding using office systems is that "Office Systems" includes all equipment in place at or furnished for use by staff (such as telephones, voice mail, computers and laptops, tablets and phone devices, social media, software, photocopying machines, electronic mail ("E-Mail"), and other uses of the Internet) and all office files maintained for or by staff. This policy applies to all Philanthropy WV staff and contracted/leased employees, temporary staff, consultants, and other users of the Office Systems in place at Philanthropy WV.

Our Practices:

A. Office Systems

Office Systems are for job-related purposes. Philanthropy WV recognizes that from time to time the Office Systems may be used for incidental personal reasons, such as brief telephone calls, postings on the Bulletin Board, or making personal appointments. Please limit incidental use.

The Office Systems may not be used for personal or financial gain or in connection with any activities other than Philanthropy WV business, including personal, political or religious activities.

In making decisions regarding storing sensitive, confidential or personal materials on any of the Office Systems, staff should remember that such material may be inspected or reviewed by Philanthropy WV for legitimate business reasons.

Except for access authorized by the President/CEO, staff may not use any password or code to gain access to the Office Systems to access files or retrieve stored communications of another person without that person's consent. Staff are authorized to create and change their user I.D. passwords for the computer and voice mail systems, and should make every effort to maintain the confidentiality of network passwords.

Staff who are issued hardware or software by Philanthropy WV, whether for use in the home, office, or while traveling, are personally responsible for returning the hardware or software to Philanthropy WV in its original condition, reasonable wear and tear expected, upon request by Philanthropy WV or upon termination. Staff should take particular care when traveling with portable devices to protect them from theft or loss.

B. Software

Philanthropy WV furnishes software necessary to support the organization's activities. Staff must abide by general software licensing rules that prohibit users from making unauthorized copies of software, allowing others to use or copy software, selling or transferring copies of software to others, disclosing software documentation to others, and modifying software. Staff may not load or maintain personal or external business software onto any of Philanthropy WV's computers unless authorized to do so by the President/CEO.

C. E-Mail

Except for incidental personal use, E-mail should be used only for job-related purposes.

E-mail can be used effectively to quickly communicate and disseminate information of a general or informative nature. E-mail is neither secure nor private, and should not be used to communicate sensitive, confidential, or restricted information. Hardcopy interoffice memoranda should be used for sensitive or confidential matters. Recipients are not obligated to keep messages private.

When composing e-mail, avoid inflammatory or threatening language, derogatory comments, or sexually, racially, or religiously offensive remarks. Hastily drafted notes and messages may lead to embarrassing situations and could subject Philanthropy WV to potential liability. (A good rule of thumb is to consider what would happen if the message were published in the next day's Charleston Gazette.)

To preserve on-line storage space, all E-mail files (which may or may not include attached documents) will be archived on a (i) weekly basis for all messages older than 30 days residing in the user's inbox, trash folder, message log and bulletin boards, and (ii) on a monthly basis for all messages older than six months in all other E-mail folders. Staff should follow the 'archiving' procedure set up by the President/CEO to save messages that need to be retained longer than six months, e.g. important messages or messages that relate to pending litigation. 'Archiving' involves moving the files to off-line media such as diskettes or desktop hard drives; space will not be preserved if files are merely moved from one network directory to another network directory.

D. Internet

Philanthropy WV leases a connection to the internet through an internet service provider. Philanthropy WV's connection to the Internet is a resource that is shared by all staff and is to be used solely for job-related purposes and not for personal or financial purposes. Decisions affecting the organization's internet connection and use of the connection are governed by the President/CEO.

When using Philanthropy West Virginia' internet connection:

Do not download any program software or executable files from the internet and do not load any internet software or executable files onto the computer network or any local computer, such as a desktop computer, without prior consent of the President/CEO. Do not download or otherwise bring into Philanthropy WV any unsuitable materials (such as, but not limited to, pornographic text or graphics).

Staff must abide by the terms of all licensing agreements and copyright laws. Use of any information or materials obtained from bulletin boards must comply with any restrictions or requirements specified for such material (e.g., payment of royalties for use of shareware). Before including any written materials obtained from Philanthropy WV's internet connection in an agency publication or software system, c make certain Philanthropy West Virginia has received appropriate authorization for such use. Authorization should not be assumed from the absence of any prohibition. If the author of the work is identified on the work, the author's

written consent should be obtained before making extensive use of such materials. Anyone wishing to seek such consent should contact the President/CEO. Particular caution should be taken in the case of materials intended for broad publication or distribution.

Do not join in or initiate any non-job related bulletin boards and chat groups. Do not attempt to gain unauthorized access to remote computers. Make every effort to protect network passwords.

Attempt to use Internet sources that are free of charge. In no event will staff subscribe to any services that will be charged to Philanthropy WV without the prior consent of the President/CEO.

E. Social Media

Philanthropy WV recognizes the use of Social Media as an element of professional and personal lives and will provide an in-depth social media policy as an addendum to this policy and practices manual. Please reference the attached Social Media Policy for the Organization.

XI. COMMUNICATION/GRIEVANCES:

***Our Policy:** It is important to Philanthropy WV that all staff members be treated with consideration and fairness and be satisfied in their relationship with each other and with Philanthropy WV. It is also important that Philanthropy WV's policies, procedures, and regulations be properly and fairly applied. Nevertheless, as in any organization, problems, difficulties, or misunderstandings may occasionally arise, and the President/CEO and the Executive Committee of the Board of Directors want to know about it.*

A. Employee Disputes

Occasionally a staff member may have a problem or grievance that is not resolved through the informal open door procedure. Unresolved grievances will be addressed as follows:

First, present the grievance orally to the President/CEO within 5 working days of its occurrence or within 5 working days of attempting to solve, resolve, or adjust the problem. The President/CEO will discuss the issue with the staff member and attempt to reach a satisfactory resolution. If the grievance cannot be resolved between the staff member and the President/CEO, the staff member may, in writing, request review by the Executive Committee. The Executive Committee shall meet with the staff member and President/CEO as soon as practical and discuss the problem or grievance, and present a written response to the staff member and President/CEO. In all cases, the decision of the Executive Committee is final.

At any time, if the staff member fails to process his or her grievance to the next higher step in the procedure within the time limits specified, Philanthropy WV will consider the grievance resolved by the last measure taken.

If a problem is between the President/CEO and Board of Directors, the process should be worked through with the Chair and or Vice-Chair of the Board of Directors. If the problem is between the President/CEO and a staff member, the staff member may present the grievance directly to a member of the Executive Committee, which shall meet with the staff member and President/CEO as soon as practical, together or separately, as determine by the Executive Committee, and discuss the problem or grievance. The Executive Committee will present a written response to the staff member and President/CEO. In all cases, the decision of the Executive Committee is final.

XIV. TRAVEL AND GENERAL EXPENSES:

Our Policy: *Philanthropy WV appropriately reimburses staff members for all travel and other reasonable expenses incurred while conducting Philanthropy WV business. All expenses must be pre-approved by the President/CEO prior to reimbursement. Any expenses charged to Philanthropy WV that are not approved by the President/CEO must be repaid to Philanthropy WV in a timely manner. Reimbursements are required to be submitted for reimbursement within 30 days of the expense.*

Our Practice: Business expenses incurred by staff are reimbursed on an actual cost basis and require a receipt. Travel advances may be made, when necessary. An accounting of all out-of-town travel expenses (including travel advance) is required to be reported with appropriate and available receipts to the President/CEO for approval within 30 business days of returning to the office.

Staff will be reimbursed for the use of personal vehicles at the IRS allowable rate for mileage. Other reasonable and required travel expenses, including car rental, parking, bus or taxi expenses, hotel and meal expenses, and appropriate incidental expenses, will be reimbursed at actual cost within the following guidelines:

- Airfare will be reimbursed at the lowest coach fare available at the time the reservation is made. All efforts to book travel 21 days in advance shall be made.
- Philanthropy WV will only pay and reimburse for hotel charges at the conference room rate or less.
- Meals will be reimbursed at no more than the following rates per person, including tax and gratuity, although regular local/ in-state travel should require significantly less expense:
 - Breakfast \$20
 - Lunch \$25
 - Dinner \$40

Rental cars should be midsize or smaller when appropriate and available. Using Philanthropy WV's corporate account is an option when seeking best pricing. Prior approval for rental cars is required.

For the most part, out-of-state travel arrangements should be made through the Internet. Staff members are expected to make travel arrangements in sufficient time to get the lowest possible airfare and the conference rate or better for hotel stays. First class transportation may not be used while on Philanthropy WV business except at the employee's expense (i.e., the differential between acceptable coach fare and the first class fare). Also Philanthropy WV will pay for an overnight stay on a Saturday if the airfare discount for staying over on a Saturday is more than the total costs for the additional Saturday night stay.

Any exceptions to this policy require prior approval by the President/CEO.

XVI. OUTSIDE ACTIVITIES:

Philanthropy WV recognizes the desire on the part of its staff members to engage in outside activities such as community organizations, committee memberships, etc. Philanthropy WV encourages such activity as long as there is no conflict of interest, and as long as it does not consistently interfere with Philanthropy WV work. For any activity that takes place during work hours or extended activity, the staff member should seek prior approval of the President/CEO. The President/CEO should seek prior approval of the chair of the Executive Committee.

Philanthropy West Virginia also recognizes that from time to time staff members will be offered fees, stipends and honorarium for outside professional services. Philanthropy WV will allow staff members to retain all such monies if such services do not interfere with organizational obligations and if (a) the activities are unrelated to Philanthropy WV business; (b) preparation for the activities and participation in them does

not take place on Philanthropy WV time; (c) the activities and preparation does not conflict with Philanthropy WV interest; and (d) staff members have the prior approval of the President/CEO or the President/CEO has prior approval of the chair of the Executive Committee.

XVII. PERSONAL GIFT POLICY:

Our Policy: Philanthropy WV staff members and board members recognize and uphold the ethics and morals of the foundation and nonprofit sector and do not want to develop a conflict of interest or perceived conflict by receiving excessive personal gifts. To avoid a conflict of interest, the appearance of a conflict of interest, or the need for our employees to examine the ethics of acceptance, our organization and its employees do not accept gifts from vendors, suppliers, customers, potential employees, potential vendors or suppliers, or any other individual or organization that are valued in excess of \$50, under any circumstances.

XVIII. TERMINATION:

Our Policy: It is the policy of Philanthropy WV that the termination of a staff member is handled in a respectful and diligent fashion in accordance with all laws and ethical practices.

A. Voluntary Resignation

A member of the staff who resigns is expected to give Philanthropy WV and the contracted/employee leasing firm in writing the amount of notice indicated below:

- President/CEO, six weeks
- All other staff, two weeks

B. Involuntary Layoff Due to Organizational Change

A staff member may be terminated due to a reduction in total staff or for financial reasons, alterations or cessation of a program, or for other reasons determined by Philanthropy WV. Such layoff may entitle the employee to certain benefits as determined by the employee leasing/contracting firm. Employees who are laid off will be paid for earned but unused PTO.

C. Other Termination

Philanthropy WV reserves the right to terminate staff members for any reason at any time with or without notice at its own discretion, but such reasons might include job performance, excessive absence or tardiness, or gross misconduct or disregard for Philanthropy West Virginia policies.

XIX: REVIEW & UPDATE POLICIES & PRACTICES:

It is the policy of Philanthropy WV that the Board of Directors annually reviews and updates this manual with the Finance & Administration Committee and President/CEO facilitating the review and presenting proposals for updates and edits.

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Approved by the Philanthropy WV Board of Directors on June 19, 2014

PHILANTHROPY WEST VIRGINIA, INC.
SOCIAL MEDIA POLICY

A. Purpose

Philanthropy West Virginia (the “Organization”) social media is a quickly evolving and beneficial communication medium. However, the use of social media by employees of the Organization can pose risks to the Organization’s confidential and proprietary information, reputation and brands, and can jeopardize the Organization’s compliance with various rules and laws. This Social Media Policy provides guidance on social media communications participation to protect you and the interests of the Organization and other individuals and businesses who work with the Organization.

This policy applies to all employees of Philanthropy West Virginia. Both in professional and institutional roles, employees need to follow the same behavioral standards online as they would in real life. All Organization personnel are expected to adhere to the following rules and guidelines regarding use of social media.

B. Compliance with Related Policies and Agreements

All of the Organization’s existing policies that might apply to the use of social media as set forth in the Staff Policies and Practices Manual remain in full force and effect. Organization personnel must comply with those policies when using social media. In particular, the following policies should be kept in mind:

- Equal Employment Opportunity
- Unlawful Harassment
- Conflicts of Interest
- Solicitation Policy
- Computer Usage and Electronic Mail

Social media should never be used in a way that violates any other Organization policies or obligations. If your post or communication would violate any of the Organization’s policies in another forum, it will also violate them in an online forum. For example, Organization employees are prohibited from using social media to:

Violate confidentiality regarding the Organization’s employees, members, funders, or donors.

Publish false information about the Organization or its employees, members, donors, volunteers, business partners, vendors or other individuals or businesses who work with the Organization.

Harass Organization personnel in any way.

Circumvent policies prohibiting unlawful discrimination against current Organization personnel or applicants for employment.

Organization personnel are prohibited from providing information, recommendations or references for any current or former employees, or commenting on their job performance, through the use of any type of social media, including social or professional networking sites.

Organization personnel who violate the Organization's policies or misuse social networking sites relating to their employment will be subject to disciplinary actions up to and including termination of employment.

C. Personal Use of Social Media

The occasional use of social media for personal activities during the work day is permitted during breaks if it does not violate Organization policies, involve unprofessional or inappropriate content and does not interfere with your employment responsibilities or productivity.

D. No Expectation of Privacy

Organization personnel are provided access to the Organization's computer and communication systems, which includes access to the Internet and electronic mail. The Organization's computer and communications systems, including all contents of that system, are the private property of the Organization. Therefore, Organization personnel should have no expectation of privacy whatsoever in any message, files, data, document, facsimile, social media post, conversation or message, or any other kind of information or communications transmitted to, received or printed from, or stored or recorded on the Organization's computer and communications systems.

You are expressly advised that in order to prevent misuse, the Organization reserves the right to monitor, intercept and review, without further notice, the activities of Organization personnel using the Organization's equipment and computer and communications systems, including but not limited to social media postings and activities. This might include, without limitation, the monitoring, interception, accessing, recording, disclosing, inspecting, reviewing, retrieving and printing of transactions, messages, communications, postings, log-ins, recordings and other uses of the systems as well as keystroke capturing and other network monitoring technologies. By accessing and using the Organization's equipment and systems, all Organization personnel expressly consent to such monitoring, access and use by the Organization.

Do not use the Organization's computer and communications systems for any matter that you desire to be kept private or confidential from the Organization.

E. Business Use of Social Media

No employee shall use social media as part of their job duties unless that person receives prior written approval from the Chief Executive Officer of Philanthropy West Virginia.

F. Guidelines for Responsible Use of Social Media

The above material covers specific rules, policies and obligations that Organization personnel must follow in using social media, whether for personal or business purposes, in consideration of their employment. The following sections of this policy provide Organization personnel with common-sense guidelines and recommendations for using social media responsibly and safely, in the best interests of the Organization.

These guidelines are intended to add to, not contradict, limit or replace, the above rules, policies and obligations.

1. Protect the Organization's Goodwill, Brands and Reputation

You are prohibited from posting or making disparaging or defamatory statements about the Organization or its business interests, but you should also avoid social media communications that might be misconstrued in a way that could damage the Organization's goodwill and reputation, even indirectly.

Only authorized individuals may communicate information on behalf of the Organization. Without express written permission from the Organization's Chief Executive Officer, or his/her designee, you are not authorized to make statements or communicate on behalf of the Organization. To the extent you utilize social media sites, you may not represent yourself as a spokesperson or representative of the Organization. Make it clear in your social media postings or communications that you are speaking on your own behalf. Write in the first person and use your personal e-mail address when communicating on social media. Do not use Organization e-mail addresses to register for social media sites.

Authorized individuals communicating information on behalf of the Organization must get the facts straight and review content for grammatical and spelling errors before posting them on social media.

You are personally responsible for what you communicate and publish on social media. Remember that what you publish might be available online for a long time. As an employee of the Organization, always consider how your comments will be viewed in light of protecting and enhancing both the Organization's reputation and your own. Keep this in mind before you post any content.

Be aware that a presence in the social media world is or easily can be made available to the public at large. This includes current members, prospective members, prospective donors, current donors, current employers, volunteers, colleagues, and peers. Consider this before publishing to ensure the post will not alienate, harm, or provoke any of these groups.

If you disclose your affiliation as an employee of the Organization, you must take appropriate steps to ensure that others will not view you as a spokesperson or representative for the Organization, such as by including the following statement: ***"The views expressed on this website/blog/network are mine alone and do not represent the views of my employer."*** Use good judgment about what you post and remember that anything you say can reflect on the Organization, even if you do include a disclaimer.

2. Respect Intellectual Property and Confidential Information

You are prohibited from disclosing or jeopardizing the Organization's confidential information, trade secrets or proprietary information through your use of social media. In addition, you should avoid misappropriating or infringing the intellectual property of other companies and individuals, which can create liability for yourself and for the Organization. To protect yourself and the Organization against liability for copyright infringement, where appropriate, reference sources of particular information you post or upload and cite them accurately.

Do not use the Organization's logos, brand names, taglines, slogans or other trademarks, or post any confidential or proprietary information of the Organization. Do not use the Organization's name to promote a product, cause, or political party or candidate.

Photographs posted on social media sites easily can be appropriated by visitors. Remember that the policies of Organization related to purchasing and using its images apply online as well as in print.

3. Respect Organization Personnel, Members, Donors, Volunteers and Other Individuals and Businesses Who Work With the Organization

Be respectful to Organization personnel and the Organization's members, donors, volunteers, vendors or other individuals and businesses who work with the Organization. Do not post anything that they would find offensive, including ethnic slurs, sexist comments, discriminatory comments, insults or obscenity. Also, do not share or disclose confidential or proprietary information of the Organization's personnel, members, volunteers, or other individuals and businesses who work with the Organization on social media sites.

Approved by the Board of Directors on June 19, 2014

ACKNOWLEDGEMENT OF RECEIPT AND REVIEW of SOCIAL MEDIA POLICY

I have received and read a copy of *Philanthropy West Virginia's Social Media Policy* and understand its contents. I understand that the Organization expressly reserves the right to change, modify or delete its provisions at any time.

[_____]

[___/___/___]

Board Approved edits to the Philanthropy WV Personnel Manual & Social Media Policy

07/2017:

Proposed change is under the Section III, sub-section E. on page 12 at the end of this sub-section with the following language:

"If an employee goes from a part-time to full-time employee role, s/he will be able to count their years of service after their initial 90-day trial period toward the tier of PTO allotment." – ***approved 07/2017***

05/2019:

Approved ITEM: This would provide an allotment of up to 7 days upon a prorated amount based upon hire date to part-time regular contracted employees within the year after 90 days of trial employment. It would not change based upon years of service. Proposed change "If the said employee transitions from a part-time to a full-time role, they would be put on the same PTO track for full-time employees. Years of service as a part-time employee could be counted toward their years of service related to their full-time employee PTO allotment." Upon board approval, this update would be added into the Personnel Manual between pages 9 and 10 under section E." – ***approved 05/2019***