

# West Virginia Citizens Defense League, Inc.

P.O. Box 11371 • Charleston, WV 25339-1371 • [www.wvcdl.org](http://www.wvcdl.org)

## Bylaws

### Article 1. General Provisions.

#### § 1. Name.

The name of this corporation is “West Virginia Citizens Defense League, Inc.”

The Corporation may at its pleasure, by a vote of the Board of Directors, change its name.

#### § 2. Principal Office and Other Offices.

The location of the principal office of the Corporation shall be within the State of West Virginia at an address fixed by the Board of Directors or at such other place as the Board of Directors may designate from time to time in accordance with the laws of the State of West Virginia governing nonprofit corporations, but meetings of members and directors may be held at such other place within the State of West Virginia as may be designated by the Board of Directors.

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

#### § 3. Nonprofit Status.

The Corporation is organized as a nonprofit corporation under Chapter 31E of the Code of West Virginia, 1931, as amended. The Corporation is nonprofit and may not have or issue shares of stock or make distributions.

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of the United States and an organization described in Section 501(c)(4) of the Internal Revenue Code of the United States. These bylaws shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

#### § 4. Designation of Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first of December of every year, except that the first fiscal year shall begin on the date of incorporation of the Corporation.

**§ 5. Dissolution and Distribution of Assets.**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all its assets exclusively for the purposes of the Corporation in such a manner, or to such organizations as the Board of Directors shall determine, as permissible under the laws of the State of West Virginia and the applicable provisions of the Internal Revenue Code of the United States. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principle office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

**§ 6. Nondiscrimination policy.**

This Corporation shall not discriminate in its programs, activities, or membership on the basis of race, sex, religion, color, or national origin.

**Article 2. Purpose.**

**§ 1. Objectives and Purposes.**

The purpose of the Corporation is to protect the right of an individual to keep and bear arms for defense of self, family, home and state, and for lawful hunting and recreational use, through lobbying, petitioning, fund raising and all lawful means to enforce the Second Amendment of the Constitution of the United States and Article III, § 23 of the Constitution of the State of West Virginia.

The Corporation may take all actions necessary and proper in the furtherance of these purposes and objectives and to have and exercise all rights and powers now or hereafter granted to a nonprofit corporation by law.

**Article 3. Board of Directors.**

**§ 1. Number.**

The affairs of the Corporation shall be managed by a Board of Directors consisting of a minimum of three (3) directors.

The Board of Directors may increase or decrease the number of directors on the Board of Directors but the number of directors shall not be less than three (3).

The president, vice president, secretary, and treasurer of the Corporation shall be *ex officio* members of the Board of Directors. The *ex officio* directors shall have full voting rights and shall be counted for the purpose of ascertaining a quorum.

## **§ 2. Qualifications.**

Directors shall be of the age of majority in West Virginia and current members of the Corporation.

## **§ 3. Powers.**

Subject to the provisions of West Virginia law and any limitations in the articles of incorporation or these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## **§ 4. Duties.**

It shall be the duty of the directors to:

a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;

b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;

c. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;

d. Meet at such times and places as required by these bylaws;

e. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, electronically mailed (e-mail), facsimiled or telegraphed to them at such addresses shall be valid notices thereof.

## **§ 5. Term of Office.**

Each initial director shall hold office until the first election for directors is held under § 11 of this Article, and until his or her successor qualifies.

Each director shall hold office for a term designated by the Board of Directors, not to exceed three (3) years, and until his or her successor is elected and qualifies.

Upon the expiration of the terms of the initial directors, the Board of Directors shall stagger directors' terms to allow for the election of at least one-third (1/3) of the directors annually.

## **§ 6. Election of Directors.**

If the total voting membership of this Corporation is less than fifteen (15) members or does not exceed the number of directors by a multiple of two (2) or more, then, within thirty (30) days after the yearly anniversary month of incorporation, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by a manner determined by the Board of Directors and recorded in the meeting minutes, if an election is held, and quarterly summary. Each director may nominate as many candidates as there are vacant positions. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of vacancies on the Board of Directors. The candidates receiving the highest number of votes up to the number of vacancies shall be elected to serve on the Board of Directors.

If the total voting membership of this Corporation is fifteen (15) or more members and exceeds the number of directors by a multiple of two (2) or more, then, at the annual meeting of members, directors shall be elected by the voting members in a manner and method prescribed by these bylaws or in their absence by the Board of Directors.

## **§ 7. Place of Meetings.**

Regular meetings shall be held at a place designated by the Board of Directors or, if no place for a regular meeting has been designated by the Board of Directors, a place designated by the President of the Corporation.

Special meetings shall be held at a place designated by the person or persons calling the meeting.

## **§ 8. Regular Meetings.**

The Board of Directors may establish, by a majority vote, a schedule of regular meetings, and shall schedule at least one regular meeting annually.

If the date and approximate time two or more consecutive meetings of the Board of Directors is fixed by the Board of Directors, each meeting is a regular meeting. All other meetings of the Board of Directors are special meetings.

Regular meetings of the directors may be open to observation by the membership.

A director having three (3) or more consecutive absences from the regular meetings of the Board of Directors shall be deemed to have resigned as a director.

## **§ 9. Special Meetings.**

Special meetings of the Board of Directors may be called by the president of the Corporation, the executive committee, or a majority of the directors. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

## § 10. Notice of Meetings.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly on the director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of West Virginia law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

**a. Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors.

**b. Special Meetings.** At least seven (7) calendar days' prior notice shall be given by the secretary to each director of each special meeting of the Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail (e-mail) or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification or e-mail, the director to be contacted shall acknowledge personal receipt of the facsimile notice or e-mail by a return message or telephone call within twenty-four hours of the first facsimile transmission or e-mail.

**c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this Corporation under provisions of the articles of incorporation, these bylaws, or the laws of West Virginia, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## § 11. Quorum and Voting.

A majority of the prescribed number of directors shall constitute a quorum for the transaction of business. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the articles of incorporation or these bylaws require the vote of a greater number of directors.

No director can have more than one vote on any issue.

A director may appoint a proxy only for the purpose of attaining a quorum by signing an appointment form, either personally or by the director's attorney-in-fact. The appointment does not relieve the director of liability for acts or omissions imposed by law on directors. An appointment of a proxy is effective when received by the Secretary. An appointment is valid for one (1) month unless a different period is expressly provided in the appointment form. An appointment of a proxy is revocable by the director. The death or incapacity of a director appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless written notice of death or incapacity is received by the Secretary before the proxy

exercises its authority under the appointment. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy for attaining a quorum. No director may vote by proxy.

A director may participate in a regular or special meeting of the Board of Directors through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, and a director participating in a meeting by such means is deemed to be present in person at the meeting.

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless either: (1) the director objects at the beginning of the meeting or promptly on the director's arrival to holding it or transacting business at the meeting; or (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting. Such right to dissent as to a specific action taken at a meeting of the Board of Directors shall not be available to a director who voted in favor of such action.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

#### **§ 12. Majority Action as Board of Directors Action.**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

The Board of Directors shall have the right to take any action in the absence of a meeting which it could take at a meeting by obtaining the written consent of all the directors. Any such written consent shall be filed with the minutes of the proceedings of the first regular or special Board of Directors meeting immediately following approval of the action. Facsimiles or electronic mail (e-mail) messages from a director, consenting to an action and showing the director as the initiator is deemed to be the equivalent of written consent.

A record of all actions taken in absence of a meeting shall be kept.

In addition to the minutes of any regular or special Board of Directors meetings, a summary of all official Board of Directors actions and decisions during the prior three (3) calendar months, shall be produced by the tenth calendar day of January, April, July and October and made available to all directors and officers.

#### **§ 13. Conduct of Meetings.**

Meetings of the Board of Directors shall be presided over by the president of the Corporation, or, if no such person has been so designated or, in his or her absence, the vice president of the Corporation or, in the absence of each of these persons, by a chairperson chosen

by a majority of the directors present at the meeting. The secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

#### **§ 14. Vacancies.**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the West Virginia Secretary of State or other appropriate agency of this state.

A director having three (3) or more consecutive absences from the regular meetings of the Board of Directors shall be deemed to have resigned as a director.

Directors may be removed from office, with cause, by an affirmative vote of the majority of the prescribed number of directors, as permitted by and in accordance with the laws of the State of West Virginia.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors. If the number of directors then in office is less than a quorum, a vacancy on the Board of Directors may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board of Directors shall hold office only until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

#### **§ 15. Nonliability of Directors.**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

The personal liability of a director to the Corporation or its members for monetary damages is eliminated for any action taken, or any failure to take any action, as a director or member, except liability for: (A) The amount of a financial benefit received by a director or member to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the members; (C) a violation of W.Va. Code §31E-8-833 regarding unlawful distributions; or (D) an intentional violation of criminal law.

## **§ 16. Indemnification by Corporation of Directors and Officers.**

The Corporation shall indemnify a director for liability as that term is defined in W.Va. Code §31E-8-850, to any person for any action taken, or any failure to take any action, as a director, except liability for: (A) Receipt of a financial benefit to which the director is not entitled; (B) an intentional infliction of harm on the corporation or its members; (C) a violation of W.Va. Code §31E-8-833 for unlawful distributions; or (D) an intentional violation of criminal law.

The officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of West Virginia and as may be authorized by the Board of Directors.

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of any foreign or domestic Corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan (“Any Proper Person” or “Proper Person”), shall be indemnified by the Corporation against expenses (including attorneys’ fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding if it is determined by the groups set forth in this Section of these bylaws that he conducted himself in good faith and that he: (1) reasonably believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in the Corporation’s best interest, or; (2) in all other cases (except criminal cases) believed that his conduct was at least not opposed to the Corporation’s best interests, or; (3) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful. A person will be deemed to be acting in his official capacity while acting as a director, officer, employee or agent of this Corporation and not when he is acting on this Corporation’s behalf for some other entity.

The Corporation shall indemnify Any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in this Section of these bylaws, against expenses (including attorneys’ fees) reasonably incurred by him in connection with the proceeding without the necessity of any action by the Corporation other than the determination in good faith that the defense has been wholly successful.

The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in these bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

In all cases, except where there is a right to indemnification as set forth in these bylaws or where indemnification is ordered by a court, any indemnification shall be made by the Corporation only as authorized in the specific case upon a determination by a proper group that

indemnification of the Proper Person is permissible under the circumstances because he has met the applicable standards of conduct set forth in this Section of these bylaws. This determination shall be made by the Board of Directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding. If a Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two or more directors not parties to the proceeding, except that directors who are parties to the proceeding may participate in the designation of directors for the committee. If a Quorum of the Board of Directors cannot be obtained or the committee cannot be established, or even if a Quorum can be obtained or the committee can be established but such Quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a Quorum of the Board of Directors or a committee in the manner specified in this Section or, if a Quorum of the full Board of Directors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Directors (including directors who are parties to the action).

Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under this Section of these bylaws, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standards of conduct set forth in this Section of these bylaws or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper, except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of: (1) a written affirmation of such Proper Person's good faith belief that he has met the standards of conduct prescribed in this Section of these bylaws; (2) a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (3) a determination is made by the proper group (as described in this Section these bylaws), that the facts as then known to the group would not preclude indemnification.

#### **§ 17. Insurance for Corporate Agents.**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **Article 4. Officers.**

### **§ 1. Designation of Officers.**

The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. The duties of the secretary and treasurer may be combined with any other officer except the president.

The Corporation may also have one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

### **§ 2. Qualifications.**

Only members of this Corporation may serve as officers of this Corporation. Directors may be officers but shall not be entitled to more than one vote on the Board of Directors by reason of being both a director and an officer.

### **§ 3. Election and Term of Office.**

The election of the officers shall take place within thirty (30) calendar days following each annual election of Directors.

The officers of the Corporation shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve or until his or her successor shall be elected and qualified, whichever occurs first.

### **§ 4. Removal and Resignation.**

Any officer may be removed, with cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **§ 5. Vacancies.**

Any vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve only for the remainder of the term of the officer he or she replaces.

### **§ 6. Temporary Absence.**

In the event any officer is temporarily unable or unavailable to perform his or her duties, the Board of Directors may designate or appoint any officer, director or member to fulfill those

duties for a period not to exceed ninety (90) calendar days. The Board of Directors may renew the appointment for an additional ninety (90) calendar days.

Any officer unable or unavailable to perform his or her duties, as determined by the Board of Directors, for more than one hundred eighty (180) consecutive calendar days shall be deemed to have resigned and the Board of Directors will fill the vacancy according to these bylaws.

#### **§ 7. Duties of President.**

The president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be prescribed from time to time by the Board of Directors. The president shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, the president shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **§ 8. Duties of Vice President.**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the Board of Directors.

#### **§ 9. Duties of Secretary.**

The secretary shall:

Certify and keep at the principal office of the Corporation the original, or a copy, of these bylaws as amended or otherwise altered to date and converted to an electronic format in as expedient matter as the Secretary shall deem appropriate.

Keep at the principal office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the Corporation.

Keep at the principal office of the Corporation or at such other place as the Board of Directors may determine a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the Corporation in electronic format.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **§ 10. Duties of Treasurer.**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

The treasurer shall give to the Corporation such fidelity bond as may be required by the Board of Directors and the premium therefor shall be paid by the Corporation as an operating expense.

These duties shall have been considered duly discharged through electronic means.

## **Article 5. Committees.**

### **§ 1. Executive Committee.**

The Board of Directors may, by a majority vote of its members, designate an executive committee consisting of not less than three (3) directors and may delegate to the executive committee the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. However, any executive committee may not (a) approve or propose to members action that West Virginia law requires be approved by members; (b) fill vacancies on the Board of Directors or on any of its committees; (c) amend articles of incorporation; (d) adopt, amend, or repeal bylaws; (e) approve a plan of merger; (f) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation; (g) approve a proposal to dissolve; (h) change the name of the Corporation; or (i) authorize distributions. Any executive committee and its members shall be governed by the same requirements regarding meetings, action without meetings, notice and waiver of notice, quorum and voting requirements as are applicable to the Board of Directors and its members. The president of the Corporation shall be an *ex officio* member and chairman of any executive committee created under this section, with full voting rights.

By a majority vote of the directors, the Board of Directors may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below three (3) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the Board of Directors. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

### **§ 2. Other Committees.**

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Each committee shall consist of one or more directors. The director(s) on each committee may appoint persons who are not directors or members of the Corporation to serve on the respective committee. Except with regard to any audit committee, any special committee designated by the Board of Directors to handle matters in which the Board of Directors or any director has a conflict of interest, or other committees the Board of Directors is required by law to establish and delegate specified corporate powers, these committees shall act in an advisory capacity to the Board of Directors.

### **§ 3. Meetings and Action of Committees.**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **Article 6. Execution of Instruments, Deposits, and Funds.**

### **§ 1. Execution of Instruments.**

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **§ 2. Checks and Notes.**

Except as otherwise specifically determined by these bylaws, or by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the president, or signed by the treasurer and approved by the president of the Corporation. Record of approval by the president must be recorded.

### **§ 3. Deposits.**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **§ 4. Gifts.**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for purposes of this Corporation.

### **§ 5. No Loans.**

This Corporation will loan no money to any of its members, directors or officers.

## **§ 6. No Vested Rights.**

No member of this Corporation has any vested right, interest, or privilege of, in, or to the assets, income or property of the Corporation.

## **Article 7. Corporate Records, Reports, and Seal.**

### **§ 1. Maintenance of Corporate Records.**

The Corporation shall keep at its principal office or at any other place designated by the Board of Directors:

a. Minutes of all meetings of directors, committees of the Board of Directors, and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

d. A copy of the articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

### **§ 2. Corporate Seal.**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation or at any other place designated by the Board of Directors. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **§ 3. Directors' Inspection Rights.**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law. This may be satisfied by electronic means.

#### **§ 4. Members' Inspection Rights.**

Each and every member shall have the right, for a purpose reasonably related to such person's interest as a member, to inspect at any reasonable time the books, records, or minutes of proceedings of the members, the Board of Directors, or committees of the Board of Directors, upon written demand on the secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law, via electronic means.

#### **§ 5. Right to Copy and Make Extracts.**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### **§ 6. Periodic Report.**

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of West Virginia or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

### **Article 8. Amendment of Bylaws or Articles of Incorporation.**

#### **§ 1. Amendment.**

Subject to the power of the voting class or classes of members, if any, of this Corporation to adopt, amend, or repeal the bylaws of this Corporation, and except as may otherwise be specified under provisions of law, these bylaws, the articles of incorporation, or any part of these bylaws or the articles of incorporation, may only be altered, amended, or repealed and new bylaws or articles of incorporation adopted, by an affirmative vote of a minimum of two-thirds (2/3) of the Board of Directors.

### **Article 9. Construction and Terms.**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this Corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Corporation filed with an office of the State of West Virginia and used to establish the legal existence of this Corporation.

## **Article 10. Members.**

### **§ 1. Determination and Rights of Members.**

The Corporation shall have only two (2) classes of members: Basic and Executive. No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this Corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions. Only Executive members shall have voting rights.

### **§ 2. Qualifications of Members.**

The qualifications for membership in this Corporation are as follows:

a. Support the Constitution of the United States of America and the Constitution of the State of West Virginia.

b. Not a member of any organization or group which has as any part of its program the attempt to overthrow the Government of the United States or any of its political subdivisions by force or violence.

c. Support the right of all otherwise qualified individuals to participate in the programs, activities, and membership of this Corporation in accordance with the nondiscrimination policy stated in Article 1, § 6 of these bylaws.

d. Be a natural person who, as determined by the Board of Directors in its sound discretion, is of sound mind, good moral character, and whose membership in the Corporation will not bring disrepute to the Corporation or frustrate the purposes of the Corporation.

### **§ 3. Admission of Members.**

Applicants may be admitted to Basic membership by making application in writing to the Corporation, by payment of the annual dues, and by satisfying the qualification requirements. A member may only be admitted to membership as an Executive member upon approval of the Board of Directors or a committee or officer designated by the Board of Directors.

### **§ 4. Fees and Dues.**

Dues shall be determined by the Board of Directors from time to time. Dues may differ between classes of membership. Any increase or decrease the annual dues of any class of membership following the initial establishment of dues for that class of membership shall be effective only upon the affirmative vote of a minimum of two-thirds (2/3) of the Board of Directors.

On a case by case basis, the Board of Directors, by an affirmative vote of a minimum of two-thirds (2/3) of the Board of Directors, may accept the following in lieu of a membership payment for any class of membership: (1) Fees or costs paid on behalf of the organization, (2) A

donation of money, merchandise or redeemable credit for merchandise or services. The value of merchandise or credit for merchandise or services, to be applied towards a membership is solely at the discretion of the Board of Directors.

Nothing in this section shall prohibit the Board of Directors, by an affirmative vote of a minimum of two-thirds (2/3) of the Board of Directors, from temporarily discounting, reducing or waiving the dues of any class of membership for a period not to exceed one hundred eighty (180) calendar days.

#### **§ 5. Number of Members.**

There is no limit on the number of members the Corporation may admit.

#### **§ 6. Membership Book.**

The Corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. The membership book shall be kept at the Corporation's principal office or at any other place designated by the Board of Directors.

#### **§ 7. Nonliability of Members.**

A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

#### **§ 8. Nontransferability of Memberships.**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

#### **§ 9. Termination of Membership.**

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

2. If this Corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before his or her due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the Corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member

has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Any person expelled from the Corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the Corporation shall cease on termination of membership as herein provided.

## **Article 11. Meetings of Members.**

### **§ 1. Place of Meetings.**

Meetings of members shall be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

### **§ 2. Regular Meetings.**

A regular meeting of voting classes of members shall be held annually for the purpose of electing directors and transacting other business as may come before the meeting. Nonvoting classes of members may attend and observe the proceedings.

Nomination for candidates can come from the Board of Directors, individual directors or individual voting members. Self-nominations are permissible. All nominations will be placed on the ballot for consideration.

The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast only one vote per candidate up to the number of directors being elected. Voting for directors is by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

Other regular meetings of the members may be held at some other regular calendar period as determined by the Board of Directors.

If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

### **§ 3. Special Meetings of Members.**

Special meetings of the members shall be called by the Board of Directors, the executive committee, the president of the Corporation, or, if different, by the persons specifically authorized under the laws of the State of West Virginia to call special meetings of the members.

### **§ 4. Notice of Meetings.**

Unless otherwise provided by West Virginia law, the articles of incorporation, or these bylaws, notice stating the place, day, and hour of the meeting and, in the case of a special

meeting, the purpose or purposes for which the meeting is called, are not required and can be by any means prescribed by the Board of Directors.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Board of Directors at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this Corporation under provisions of West Virginia law, the articles of incorporation, or these bylaws, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **§ 5. Quorum for Annual Meeting.**

A quorum shall consist of fifty percent (50%) plus one (1) member of the voting members of the Corporation present at the meeting.

Except as otherwise provided under West Virginia law, the articles of incorporation, or these bylaws, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the president shall entertain at such meeting is a motion to adjourn.

#### **§ 6. Majority Action as Membership Action.**

Every act or decision, submitted to a vote by the members and done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

#### **§ 7. Voting Rights.**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by written ballot.

#### **§ 8. Election of Directors by Written Ballot.**

Except as otherwise provided under West Virginia law, the articles of incorporation, or these bylaws, the election of directors may be conducted by a written ballot mailed to each member entitled to vote. The ballot shall:

1. List the names of each candidate;
2. Provide an opportunity to vote for as many candidates as there are Board of Directors vacancies; and

4. Shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws or determined by the Board of Directors.

#### **§ 9. Conduct of Meetings.**

Meetings of members shall be presided over by the president of the Corporation or, in his or her absence, by the vice president of the Corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the Corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Adopted February 19, 2008