

WEST VIRGINIA REGION VI, LOCAL ELECTED OFFICIAL BOARD  
INCORPORATED

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BYLAWS

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ARTICLE I

General Provisions

1.1 *Name.* The name of the corporation is West Virginia Region VI, Local Elected Official Board, Inc.

1.2 *Principal Office.* The principal office of the corporation shall be located in the City of Fairmont, Marion County, West Virginia with the mailing address of West Virginia Region VI Workforce Investment Board, Inc., 107-109 Adams Street, Suite 140, Fairmont, WV 26554. The corporation, also, may have offices at such other places, whether within or without the State of West Virginia, as the Board of Directors may determine appropriate from time to time or the business of the corporation may require. (Amended 9-13-02)

1.3 *Fiscal Year.* The fiscal year of the corporation shall begin on the first day of July in each year and end on the last day of June in that year.

ARTICLE II

Purpose

*Purpose.* The corporation is organized exclusively for charitable, scientific or educational purposes within the meaning of Section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the principal purpose is to directly and primarily engage in the continuous active conduct of oversight and planning of workforce development programs under the Federal Workforce Investment Act of 1998 ("WIA") for Region VI of West Virginia and to perform all acts, things and business as may be necessary, incidental to or convenient to the foregoing purposes, including the transaction of any and all lawful business.

## ARTICLE III

### Corporate Status

3.1 *Non-Profit Corporation.* The corporation is, and shall maintain status as, a non-profit corporation duly organized and in good standing under the laws of the State of West Virginia.

3.2 *501(c)(3) Tax-Exempt Entity.* The corporation shall obtain, and shall maintain, status as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code ("the Code").

3.3 *No Political Activity.* The corporation shall not participate or intervene directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for public office and shall not attempt to influence legislation (except as provided in the Code), as required of tax-exempt entities under the Code, as amended.

3.4 *Compensation to Directors or Officers.* No member of the Board of Directors shall receive any compensation or any distribution from the corporation. Directors and officers may be reimbursed for reasonable expenses as approved by the Board of Directors.

3.5 *No Private Inurement.* No part of the net earnings from the corporation's activities shall inure to the benefit of any of its Directors, officers, or other private persons, including entities, or individuals.

## ARTICLE IV

### Members

The corporation shall have no members. Except as otherwise provided herein, all rights and powers ordinarily inherent by law in members or shareholders of a corporation shall be possessed and exercisable by the Directors of the corporation as set forth herein.

## ARTICLE V

### Directors

5.1 *General Powers.* The business, property, and affairs of the corporation shall be managed, and its powers shall be exercised by its Board of Directors. However, to the extent not inconsistent with applicable law, the articles of incorporation or these bylaws, the Board of Directors may delegate the performance of any duties or the exercise of any powers to such officers, agents, and committees as the Board may from time to time, by resolution, designate.

5.2 *Number and Appointed Directors.* The corporation shall have sixteen (16) Directors and Directorships. Such number may be increased or decreased from time to time by amendment of these bylaws, to the extent consistent with provisions of the articles of incorporation. No amendment of these bylaws to decrease the number of Directors shall be effective to shorten the term of any Director then serving. The members shall consist of one (1) commissioner from each of the thirteen member counties of West Virginia's Region VI, plus the mayors of Clarksburg, Fairmont, and Morgantown. The representative commissioner shall be selected by a majority vote of the Board of Commissioners from each member county. The mayors serve by virtue of their election to office. The member counties include Barbour, Braxton, Doddridge, Gilmer, Harrison, Lewis, Marion, Monongalia, Preston, Randolph, Taylor, Tucker, and Upshur. The appointment of Directors ("Appointed Directors") pursuant to this Section shall be made at any regular or special meeting.

5.3 *Qualifications of Directors.* No salaried employee of the corporation may serve as a voting Director. No person may serve as a Director, unless he or she is of good moral character. Directors need not be residents of the State of West Virginia.

5.4 *Term.* The term of each Director shall commence at the meeting at which he or she is appointed, immediately following the appointment of Directors at that meeting, and expire at the annual meeting indicated in this Section, immediately following the appointment of Directors at that meeting, and upon qualification of his or her successor, or until he or she is removed as provided herein. Each member County Commission has discretion as to the term of its appointed Director. The term of the Appointed Director may continue for a total of six years.

5.5 *Rights & Liabilities.*

(a) *Rights to Assets.* Notwithstanding that the Directors of the corporation otherwise possess all rights and powers ordinarily inherent by law in members or shareholders of a corporation, the Directors shall have no right, title or interest whatsoever in the corporation's income, property or assets, nor shall any portion of such income, property or assets be distributed to any Director on the dissolution or winding up of this corporation.

(b) *Liabilities to Third Parties.* Directors shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments, to the extent allowable by law.

(c) *Liabilities to the Corporation.* Except as otherwise provided by law, a Director shall not be personally liable to the corporation for monetary damages for any action taken or any failure to take any action, unless such Director has breached or failed to perform his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, pursuant to the standard of care set forth herein, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Each Director shall stand in a fiduciary relationship to the corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (i) one or more officers or employees of the corporation who the Director reasonably believes to be reliable and competent in the matters presented;
- (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; and
- (iii) a duly constituted committee of the Board upon which he does not serve, as to matters within its designated authority, which committee the Director reasonably believes merits confidence.

#### 5.6 *Replacement of Directors.*

(a) *Vacancies.* Any vacancy of an Appointed Director shall be filled by the person who appointed the vacating Appointed Director.

(b) *Removal of Directors.* A Director may be removed, but only for cause, at any meeting of the Board of Directors by the vote of two-thirds of all the Directors then serving. Any vacancy caused by such removal may be filled at such meeting or as soon thereafter as practicable. Cause for removal of a Director shall include that Director's failure to be present at three consecutive regular meetings of the Board of Directors. Any Appointed Director may be removed by the person who appointed the Appointed Director.

(c) *Resignation of Directors.* A Director may resign his office at any time as provided herein. Resignation shall be made in writing submitted to the Secretary. Such resignation shall be effective upon the next meeting of the Board of Directors, whether regular or special, provided notice of resignation was given to the Secretary at least 30 days prior to such meeting, or provided the remaining Directors unanimously consent to such resignation without said 30 day notice.

## ARTICLE VI

### Meetings: Corporate Action

6.1 *Place of Meetings.* Regular meetings and special meetings of the Board of Directors shall be held at the place set forth in the notice of said meeting.

6.2 *Regular Meetings.* Regular meetings of the Board of Directors shall be held quarterly or as frequently as the Board shall determine appropriate. Each regular meeting (including the annual meeting) shall be held on such date as determined by resolution of the Board at a meeting preceding the meeting at issue; provided that the date of a regular meeting may be changed by a subsequent resolution of the Board if notice of such changed meeting is provided to each Director not present at the vote on the resolution to change the meeting. At each annual meeting of the Board of Directors, the Board of Directors shall elect a Director to fill the Directorship of each Director whose term of office shall expire thereon, shall organize itself for the coming year, and shall appoint and notify the officers of the corporation for the year. At any regular meeting (including the annual meeting) of the Board of Directors, the Board shall transact all such business properly brought before the Board as may be necessary or appropriate.

6.3 *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the Chairman, a Vice-Chairman or any member of the Board of Directors. A special meeting may be called to consider any matter within the authority of the Board of Directors. Any notice of a special meeting of the Board of Directors shall specify the matters to be considered at said meeting. No other matter may be considered or decided at a special meeting of the Board of Directors except by the unanimous consent of all Directors then serving.

6.4 *Notice of Meetings.* The Secretary shall provide written notice to all Directors of any regular meeting (including an annual meeting) or special meeting. Such notice shall state the time, place, and purpose of the meeting, shall state the authority pursuant to which it is issued (e.g., "by order of the Chairman"), and shall be signed by the Secretary. Notwithstanding other provisions of these bylaws, when a meeting is called for the purpose of authorizing the sale of all or substantially all the corporation's assets or for the purpose of amending the bylaws, at least ten days notice shall be provided to all Directors, and such notice shall set forth the nature of the business intended to be transacted. Any notice required herein shall be sufficient if mailed or transmitted at least ten (10) days prior to the subject meeting. Any Director may waive notice, and attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a Director attends such meeting for the express purpose of objecting to the meeting on the basis that it is not lawfully convened due to lack of notice.

6.5 *Telephonic Meetings.* Meetings of the Board of Directors, whether regular or special, may be held by means of telephone conferences or equipment of similar communications by means of which all Directors participating in the meeting can hear each other. Any vote of the Directors

in connection with any corporate action may be taken orally during any such telephonic meeting. The result of any vote thus taken shall have like effect and validity as if reached by the voting Directors at a meeting at which the Directors were present in person.

6.6 *Quorum.* Except as otherwise provided, twenty-five percent (25), four (4) of the number of Directors fixed by the bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. When a quorum is once present to organize a meeting of the Board of Directors, it is not broken by the subsequent withdrawal from the meeting of any Director. If less than a quorum of the Board of Directors is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. (Amended 09-13-02)

6.7 *Corporate Action.* Except as otherwise required by Section 6.8 of these bylaws, by the articles of incorporation, or by law, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors then serving on the Board.

6.8 *Actions Requiring Super Majority Vote.* Notwithstanding other provisions of these bylaws, the Board of Directors may take any action set forth below only upon the affirmative vote, or approval and consent, of one-half (1/2) or fifty percent (50%) of all the Directors then serving on the Board: (Amended 09-13-02)

- (a) Amendment of the articles of incorporation
- (b) Amendment of these bylaws

6.9 *Action by Unanimous Written Consent.* In lieu of a meeting, Directors may take action by means of written consent executed by all Directors entitled to vote on such action.

6.10 *Minutes.* The Secretary shall cause minutes of all meetings of the Board of Directors to be prepared. Such minutes shall be distributed to the Directors for approval at the next meeting of the Board of Directors. The Secretary or his or her designee shall forward copies of approved minutes to any Director who shall request the same.

6.11 *Proxy.* In the event a member is unable to attend a meeting, she/he may grant a written proxy to another member of the LEO Board or another commissioner from the same county. The proxy may only be for one meeting and for the specific purpose(s) on the meeting agenda. (Amended 09-13-02)

6.12 *Alternate Meeting Participation.* Meetings of the Board of Directors, whether regular or special, may be held by electronic means. Any vote in connection with any corporate action may be taken orally or manually during any such electronic meeting. The result of any vote thus taken shall have like effect and validity as if reached by the voting Directors at a meeting at which the Directors were present in person. (Amended 09-13-02)

## ARTICLE VII

### Officers

7.1 *Designated Officers.* The officers of the corporation shall be a Chairman, First Vice-Chairman, Second Vice-Chairman (as shall be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of this article. All officers shall be representatives of different member counties and the three designated cities. The Board of Directors may elect or appoint such other officers, as it shall deem desirable.

such officers to 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 Chairman and Secretary.

7.2 *Nomination, Appointment & Terms of Office.* At every other annual meeting of the Board of Directors, following the election and appointment of Directors, the Board of Directors shall nominate one or more persons to fill each office, and the Board shall consider, in the order nominated, such nominees. The first nominee, relative to each office, who receives the affirmative vote of a majority of the Directors, a quorum being present, at the meeting shall thereby be appointed to fill such office for a two year term expiring at the regular meeting of the Board two years from when elected. If for any reason, one or more offices are not filled at this regular meeting of the Board, officers shall be appointed to fill such offices as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors, with such officers' terms to expire at the meeting of the Board two years from when elected. Each officer shall hold office until his successor has been duly appointed and shall qualify.

7.3 *Replacement of Officers.*

(a) *Vacancies.* A vacancy in any office, whatever the cause, may be filled by the Board of Directors for the unexpired portion of the term of office.

(b) *Removal of Officers.* Any officer of the corporation may be removed, with or without cause, at any time, by the Board of Directors whenever, in the Board of Directors' judgment, the corporation would best be served thereby.

(c) *Temporary Absence.* In case of the temporary absence of any corporate officer or his inability for any reason to perform the duties of his office for longer than fifteen days, the Board shall delegate the powers and duties of such officer to another officer, Director, or employee of the corporation during the period of the absence or disability.

7.4 *Powers & Duties of Officers.*

(a) *Chairman.* The Chairman shall be the chief executive officer of the corporation, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairman:

(i) May sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution of such instruments has been expressly delegated by the Board of Directors or these bylaws to some other officer or agent of the

corporation or is required by law to be otherwise signed and executed; and

(ii) Shall perform all other duties generally incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors.

(b) *First Vice-Chairman.* In the absence of the Chairman or in the event of the Chairman's inability or refusal to act, the First Vice-Chairman, in the order of their election, shall perform the duties of the Chairman, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman. Any First Vice-Chairman shall perform such additional duties as may from time to time be assigned to him or her by the Chairman or by the Board of Directors.

(c) *Second Vice-Chairman.* In the absence of the First Vice-Chairman or in the event of the First Vice-Chairman's inability or refusal to act, the Second Vice-Chairman, in the order of their election, shall perform the duties of the Chairman, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman. Any Second Vice-Chairman shall perform such additional duties as may from time to time be assigned to him or her by the Chairman or by the Board of Directors.

(d) *Treasurer.* The Treasurer shall:

(i) If required by the Board of Directors, give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate;

(ii) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(iii) Receive and give receipts for monies due and payable to the corporation from any source and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

(iv) Disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the corporation;

(v) Keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; and



(vi) Perform all duties generally incidental to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Chairman or by the Board of Directors.

(e) *Secretary.* The Secretary shall:

(i) Attend and keep the minutes of, all meetings of the Board of Directors in one or more books provided for that purpose, and perform like duties for all committees of the Board of Directors;

(ii) See that all notices are duly given in accordance with these bylaws or as required by law;

(iii) Not be custodian of the corporate records of the corporation as the Office of the Executive Director of the Region VI Workforce Investment Board shall be the custodian of the corporate records of the corporation; (Amended 9-13-02)

(iv) Have custody of the corporate seal of the Corporation and have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature;

(v) Not keep a director's book containing the names, addresses, and terms of Office of all Directors of the Corporation as this shall be the responsibility of the Office of the Executive Director of the Region VI Workforce Investment Board. (Amended 9-13-02)

(vi) Not exhibit to any Director of the corporation, or to a Director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these by-laws, the articles of incorporation, the director's book, the minutes of any meeting, and the other records of the corporation as this shall be the responsibility of Office of the Executive Director of the Region VI Workforce Investment Board; and (Amended 9-13-02)

(vii) Perform all duties generally incidental to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Chair or by the Board of Directors.

7.6 *Supervision over Officers.* The Board of Directors shall exercise general supervision and control over the corporate officers and shall require such information and reports from the officers, both formal and informal, as may in the judgment of the Board be necessary or advisable. The Chairman and Secretary shall customarily attend each Board meeting.

7.7 *Qualification.* Individuals who are serving as Directors may be officers of corporation. Officers need not be residents of the State of West Virginia.

7.8 *Delegation.* The officers of the corporation may delegate their day-to-day operational responsibilities to such employees of the corporation or to such others as may be determined to be appropriate by the Board of Directors.

## ARTICLE VIII

### Committees

8.1 *Executive Committees.* Upon majority vote of the Board of Directors, the Board of Directors may establish an executive committee, to be composed of such members, to have such purposes and functions and to act, as set forth in this Article.

8.2 *Special Committees.* From time to time, the Board of Directors, by resolution, may establish one or more special committees, each to consist of two or more Directors, which committees shall have and exercise the authority of the Board of Directors and the management of the corporation to the extent provided by said resolution.

8.3 *Limitation on Authority.* No committee may take the following actions:

- (a) Amend, alter, or repeal these bylaws;
- (b) Elect, appoint, or remove any member of any such committee or any Director or officer of the corporation;
- (c) Amend the articles of incorporation, restate the articles of incorporation, adopt a plan of merger or adopt a plan of consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;
- (e) Adopt a plan for the distribution of the assets of the corporation;
- (f) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or
- (g) Amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

8.4 *Purpose & Functions.*

(a) *Executive Committee.* If established, the Executive Committee shall act for the Board of Directors in matters arising in the interim between meetings of the Board. Subject to Section 9.3 and if established, the Executive Committee shall be authorized and

empowered to take any action the Board of Directors could take by majority consent at a meeting of the Board duly called and held.

(b) *Special Committees.* The purpose and function of any special committee shall be as set forth in the resolution by which such committee is established by the Board of Directors.

#### 8.5 *Membership.*

(a) *Executive Committee.* If established, the Executive Committee shall be composed of all the officers of the corporation.

(b) *Special Committees.* Membership of any special committee shall consist only of Directors of the corporation, numbering at least two, as appointed by resolution of the Board of Directors.

8.6 *Term of Office.* Each committee member appointed to a committee by the Board of Directors (i.e., a non-ex officio member) shall serve a term of one year or until his or her successor is appointed, unless such member is removed from the committee or no longer qualifies as a member of the committee.

8.7 *Dissolution of Committees.* The Board of Directors may, by resolution, at any time and for any reason dissolve any special committee.

8.8 *Replacement of Committee Members.* The following provisions apply only to committee members who are not ex-officio members:

(a) *Vacancies.* Vacancies in the membership of any committee may be filled by appointment by the Board of Directors, and any member so appointed shall serve for the unexpired term of his predecessor.

(b) *Removal.* Any committee member may be removed by resolution of the Board of Directors.

(c) *Resignation.* Any committee member may resign his office at any time. However, such resignation shall not be effective until the next regular meeting of the Board of Directors, or, in the case of resignation of the committee member from the Board of Directors, until said resignation is effective.

#### 8.9 *Meetings.*

(a) *Executive Committee.* Meetings of the Executive Committee may be called at any time by the Chairman, or shall be called by the Secretary upon written request of any two members of the committee. The Secretary shall provide all members of the Executive

Committee with written notice of a meeting at least 48 hours prior to such meeting.

(b) *Special Committees.* A special committee of the Board of Directors shall meet from time to time, as necessary to fulfill its purpose and function, at the call of the Chairman. The Secretary shall provide all members of a special committee with written notice of a meeting at least seven days prior to such meeting.

8.10 *Telephonic Meetings and Action by Unanimous Written Consent.* The provisions of Sections 6.5 and 6.9 of these bylaws shall be applicable to committees as if each reference in such sections to the Board and its Directors were instead to a committee and its members.

8.11 *Quorum & Committee Action.* A majority of the voting members of a committee shall constitute a quorum, and the act of a majority of the voting members present at a meeting of the committee at which a quorum is present shall be the act of the committee. An act of a committee shall be the act of the corporation to the extent said act is consistent with the committee's authorization by resolution, these bylaws, the articles of incorporation, and applicable law.

8.12 *Rules.* Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate, provided that such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

8.13 *Responsibility of Directors.* Delegation of authority to a committee shall not relieve the Board of Directors or any Director of responsibility imposed upon it or him by law or these bylaws.

## ARTICLE IX

### Business

9.1 *Contracts.* The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

9.2 *Gifts and Contributions.* To the extent not inconsistent with the corporation's purpose, the Board of Directors or a committee may:

(a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special purposes of the corporation, on such terms as the Board of Directors or a committee shall approve;

(b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the Board or committee may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such purposes as the Board or committee may determine; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and, after approval of such agreement by the Board or committee, devote the principal or income from that donation according to the agreement.

9.3 *Deposits.* All funds of the corporation not otherwise employed 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.

9.4 *Checks, Drafts, Orders for Payment.* All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Directors shall from time to time by resolution determine.

9.5 *Loans.* No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall the corporation lend its funds to any Director, officer or staff member.

9.6 *Voting Shares.* Unless otherwise ordered by the Board of Directors, the Chairman or a Vice-Chairman of the corporation shall have the authority to vote, represent, and exercise on behalf of the corporation all rights incidental to any and all shares of any other corporation standing in the name of the corporation. Such authority may be exercised by the designated officers in person or by proxy.

## ARTICLE X

### Conflicts of Interest and Excess Benefits

10.1 No Preclusion. The corporation shall not be precluded from conducting business with a partnership, firm or company with which one or more Directors is associated, provided any business relationship is established and maintained on an arm's length basis and the subsequent provisions of this Section are met.

10.2 Identification. An actual or potential conflict of interest arises when any of the following circumstances exist or are threatened:

- (a) a proposed transaction or arrangement under consideration by the Board, or any ongoing business relationship, involves a Contracting Entity with respect to which there is an Interested Director;
- (b) an opportunity within the scope of activities of the corporation could be exploited by the Director, the Director's Family Member, or a Contracting Entity with respect to which there is an Interested Director; or
- (c) a proposed transaction or compensation arrangement involves a Disqualified Person.

10.3 Procedure for Determining Whether a Conflict Exists

(a) Disclosure Statements. Each Director shall complete an annual Conflict of Interest Disclosure Statement, describing any connections of the Director or the Director's Family Member with a Contracting Entity. It is his or her duty to make a full, frank and fair disclosure of the circumstances giving rise to an actual or potential conflict of interest. Each Director is also obligated to file a supplementary Disclosure Statement if, during the year, there is any change in circumstances that alters or makes incomplete the information provided in the original Disclosure Statement. It shall be the responsibility of the Chairman to review each of the Disclosure Statements and bring any perceived conflicts of interest to the attention of the Board of Directors.

(b) Additional Disclosure. If, during the course of a meeting of the Board of Directors, a Director is aware that he or she has or may have an actual or a potential conflict of interest in a matter under discussion, the Director shall immediately disclose the material facts about his or her interest in the matter to the Board of Directors. If, during the course of a meeting, the Chairman or any Director believes that another Director has or may have an actual or potential conflict of interest in a matter under discussion, such person shall immediately make such concern known to the Board of Directors.

(c) Analysis of Conflict Issue. The determination of whether there is a conflict of interest in any particular circumstances shall be made by the Chairman. In the event that the question involves the Chairman or ranking officer present shall make the decision regarding whether a conflict of interest exists. The review shall be subject to the following process:

- (i) Questioning of the Involved Director. It is the Involved Director's duty to respond fully and frankly to any questions from the Chairman or other Directors relating to the actual or potential conflict of interest.

(ii) Exclusion of the Involved Director. At the Chairman's direction, or upon motion and majority vote of the other Directors present (excluding the Involved Director), the Involved Director shall leave the Board meeting while the question of whether a conflict exists is discussed and, if a conflict is determined to exist, the Involved Director shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.

(d) Disqualified Persons. Notwithstanding the foregoing, any proposed transaction or compensation arrangement with a Disqualified Person shall be deemed to present a conflict of interest and shall be dealt with in accordance with the procedures set forth in subsection (i), below.

(i) Procedure After Determining the Existence of a Conflict.

(1) Appointment of Disinterested Individual or Committee to Investigate. In the event the Board of Directors concludes that a conflict exists, the Chairman or a majority of the disinterested Directors present may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement which presents the conflict.

(2) Board Action. Alternatively, the Board may approve the transaction or arrangement which is the subject matter of the conflict by an affirmative vote of a majority of the disinterested Directors present, provided that they have determined (i) that the transaction or arrangement is in the corporation's best interest and for its own benefit; (ii) that it is fair and reasonable to the corporation; and (iii) after exercising due diligence, that the corporation could not obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances. In addition, with respect to any proposed transaction or compensation arrangement with a Disqualified Person, the Board or any applicable Committee shall have obtained and relied upon appropriate comparability data in making their determination. Any Involved Director or any Disqualified Person shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.

(3) Solely for purposes of this Section, the term "disinterested Director" shall mean a Director who is unrelated to and not under the control of the Involved Director, officer or Disqualified Person, as the case may be.

(e) Minutes. The minutes of the Board meetings and Board committee meetings shall reflect (i) the names of the persons who disclosed any Interests; (ii) the determination as to whether an actual or potential conflict of interest exists; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed

transaction or arrangement and, with respect to a transaction or compensation arrangement with a Disqualified Person, the basis for the determination of the Board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.

(f) Violation of Policy. Any Director or Disqualified Person who violates the corporation's conflict of interest policy, irrespective of whether he or she is doing so to protect the corporation's best interests, shall be subject to disciplinary action by the Chairman or the Board of Directors, up to and including termination of employment, if applicable, or removal from the Board or a committee thereof.

(g) Definitions.

(i) Contracting Entity. Any entity engaged in a transaction or arrangement with the corporation.

(ii) Disqualified Person. An individual who qualifies as a Disqualified Person as that term is defined in Internal Revenue Code § 4958(f)(1) or any successor provision. As a general principle, Disqualified Persons are persons who have (or at any time during the preceding 5-year period had) substantial influence over the corporation and the Family Members of such individuals. Disqualified Persons also include organizations (corporations, partnerships, trusts and estates) which are controlled by persons who have or have had substantial influence over the corporation. Control is established when the influential individual owns 35% or more of the organization. By way of illustration, the following categories of persons are likely Disqualified Persons (i) each voting Director; (ii) each officer of the corporation with primary authority to initiate executive decisions and who is responsible directly to the Board; (iii) the employees of the corporation who received from the corporation and/or its affiliates remuneration greater than \$80,000 annually; and (iv) substantial contributors to the corporation.

(iii) Family Member. A spouse, sibling (whether by whole or half blood), lineal ancestors (parents, grandparents, great grandparents, etc.), lineal descendants (children, grandchildren, great grandchildren, etc.) and the spouse of any sibling (whether by whole or half blood) or lineal ancestor or descendant.

(iv) Financial Interest. Possessing directly or indirectly, through business, investment or a Family Member.

(1) An ownership or investment interest in any Contracting Entity;



(2) A compensation arrangement with the corporation, with any Contracting Entity or with any individual with whom the corporation has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

(4) The term "compensation" includes direct and indirect remuneration and substantial gifts and favors. In the event the Director is not certain if a particular gift or favor is substantial, disclosure should be made. A Director who has a Financial Interest in any affiliate of the corporation shall be deemed to have a Financial Interest with respect to the corporation as well.

(5) Interest. A financial Interest or service, directly or by a Family Member, without compensation as a director, trustee or officer of any Contracting Entity.

(6) Interested Director. A Director who has a Financial Interest or who serves or whose Family Member serves without compensation as a director, trustee or officer of a Contracting Entity.

(7) Involved Director. A Director who is implicated in an actual or potential conflict of Interest.

## ARTICLE XI

### Notice & Waiver of Notice

11.1 *Notice.* Except as otherwise provided in these bylaws, whenever notice is required by law, or by these bylaws to be given to any Director, officer or committee member, such requirements shall not be construed to mean personal notice; and such notice may be given in writing by depositing the same in the United States Postal Service mail, postage paid, addressed to such Director, officer or committee member, as the case may be, at his, her or its address as the same appears on the records of the corporation. Delivery shall be deemed complete upon deposit in the mail.

11.2 *Waiver of Notice.* Whenever any notice is required to be given under the laws of the State of West Virginia or under the provisions of the articles of incorporation or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

## ARTICLE XII

### Personal Liability and Indemnification

12.1 *Elimination of Liability.* Except as provided in Section 12.2, and to the fullest extent that the laws of the State of West Virginia or the laws of the United States of America, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director of the corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

12.2 *Indemnification.* The corporation shall indemnify any person who has served or may serve at any time as an officer or Director of the corporation, and his heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorneys' fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or a judgment that may be asserted against any such person, or in which any such person is made a party by reason of his being or having been an officer or Director of the corporation, if such person acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the corporation. However, this right of indemnification shall not exist in relation to matters as to which such person is adjudged in any action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of his duties to the corporation, unless the court in such action, suit or proceeding determines that such person is entitled to indemnification. Furthermore, this right of indemnification shall not exist in relation to matters determined to be an excess benefit transaction as defined in Section 4958 of the Code.

## ARTICLE XIII

### Amendments

Subject to limitations of the laws of the State of West Virginia, the articles of incorporation and these bylaws, these bylaws and the articles of incorporation may be amended, repealed or added to, or new bylaws may be adopted only by a super majority vote of the Board of Directors pursuant to Section 6.8.

I, Thomas A. Wamsley, Secretary of West Virginia Region VI, Local Elected Official Board, Inc., a West Virginia non-profit corporation, hereby certify:

The foregoing bylaws, comprising of 18 pages, were adopted as the bylaws of West Virginia Region VI, Local Elected Official Board, Inc., by its Board of Directors at a regular meeting of the Board of Directors held on September 13, 2008.

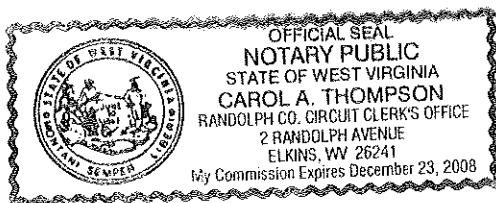
Dated: 12-10-02

Thomas A. Wamsley  
\_\_\_\_\_, Secretary of  
West Virginia Region VI, Local Elected Official Board, Inc.

STATE OF West Virginia,  
COUNTY OF Randolph, to-wit:

I, Carol A. Thompson, a Notary Public, do hereby certify that on this 10<sup>th</sup> day of Dec., 2002 personally appeared before me Thomas A. Wamsley who, being by me first duly sworn, declared that he is the Secretary of West Virginia Region VI, Local Elected Official Board, Inc., that he signed the foregoing in such capacity, and that the statements therein contained are true.

My commission expires: 12/23/08



Carol A. Thompson  
\_\_\_\_\_  
Notary Public