

**BY LAWS  
OF  
THE MARSHALL COUNTY EDUCATIONAL FOUNDATION, INC.**

**ARTICLE I**

**Name**

Section 1. The name of the corporation shall be the Marshall County Educational Foundation, Inc.

Section 2. The Board of Directors may permit this corporation or any related corporation the use of the name involving the words The Marshall County Educational Foundation, Inc.

**ARTICLE II**

**Office**

Section 1. The Principal office of the corporation shall be located in Marshall County, West Virginia.

Section 2. The Corporation may have such other offices, either within or without the State of West Virginia as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**ARTICLE III**

**Purpose**

- A. Promote the social welfare of the people in Marshall County by developing, promoting and endorsing educational programs, services and assessments for students, faculty, administration, parents and families of Marshall County, West Virginia;
- B. To solicit and receive gifts, grants, subscriptions, devises or bequests of real or personal property, from public or private sources, in order to carry out the purposes of this corporation;
- C. And hold, sell, dispose of, invest or reinvest such funds or properties in any manner as the corporation may deem appropriate for achieving the purposes of the corporation;
- D. And maintain revolving funds for purposes of carrying out the activities set forth herein;

- E. Subject to the general limitations set out in these Articles, those contained in Section 501(c)(3) of the Code and applicable Treasury Regulations, and those contained in the West Virginia Non-Profit Corporation Act engage in any other lawful activities and to do all other acts necessary or expedient for the successful prosecution of the purposes of the corporation in furtherance of its charitable, educational and other exempt purposes;
- F. In support of and consistent with these Articles, to accept contributions, whether of money, property or services, and make loans, whether interest bearing or not, investments, gifts or grants and to do such other lawful acts that will promote the charitable, educational and other exempt purposes of the corporation; and.

#### **ARTICLE IV** **Governance**

The Board of Directors shall develop an operating policies and procedures manual to govern the activities of the Foundation. The policy and procedure manual should be in accord with all provisions of the bylaws. Should there be any conflict, the bylaws shall govern.

#### **ARTICLE V** **Members**

Section 1. Class of Members. The membership shall consist of three classes of members, as follows: (a) active members; (b) honorary members; and (c) ex-officio members.

- A. Active Members: Active members shall be those persons elected and serving on the Board of Directors pursuant to the provisions set forth herein.
- B. Honorary Members. Honorary members shall be those individuals who have maintained an active interest in the welfare of the corporation and the educational programs and policies supported thereby, and that have been duly elected as an honorary member by a majority vote of the Board of Directors.
- C. Ex-Officio Members: Standing members include the Superintendent of Marshall County Schools and a representative of the Marshall County Juvenile Probation office. The Board of Directors of the Foundation may duly elect additional ex-officio members by a majority vote of the directors.

Section 2. Voting Rights. As members of the Board of Directors, active members shall be entitled to vote on matters involving the corporation. Honorary members

shall be entitled to attend the Annual Meeting and all regular meetings of the Board of Directors but shall not be entitled to vote.

## **ARTICLE VI**

### **Board of Directors**

Section 1. General Powers. The Board of Directors shall exercise all corporate powers and conduct, manage and control the affairs and property of the corporation in pursuance of the purposes set forth in the Article of Incorporation.

Section 2. Specific Powers of Directors. The Board of Directors of the corporation shall have an exercise all the powers set forth in the Article of Incorporation or as otherwise permitted under the provisions of the State Corporations Act for a charitable organization qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 3. Number of Members and Term of Office. The corporation shall be governed by a Board of Directors of not less than five (5), nor more than fifteen (15) elected by the directors. The Board of Directors shall be considered to be the active members of the corporation. The term of office for each director shall be two (2) years, except that the term of office for the members of the first Board of Directors as chosen by the incorporators of the corporation shall be staggered so that no more than one-third (1/3) of such director shall be elected for a one (1) year term, one-third (1/3) for a two (2) year term, and the remaining directors for a three (3) year term. Thereafter, annually, directors shall be elected at each Annual Meeting of the corporation to serve for a full two (2) year term upon expiration of their term as above provided. Nominations to the Board shall be made by the Nominations Committee appointed by the Board and shall be set forth in the Notice of the Annual Meeting. Each director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors in office may be re-elected for a maximum of two consecutive terms, excluding the initial terms of the first Board of Directors. The number of directors may be increased or decreased by amendment by these Bylaws. When the number of directors is so decreased by amendment, each director in office shall serve until his term expires, or until his resignation or removal as herein provided.

Section 4. Vacancies. Any vacancy in the membership of the directors, occurring during the interim between the Annual Meetings of the Board of Directors of the corporation, may be filled for the unexpired portion of the term by the directors then serving by affirmative note of the majority thereof. Any director so elected by the Board of Directors shall hold office until the election and qualification of the successor.

Section 5. Voting Rights. Each member of the Board of Directors shall be entitled to one vote on each matter submitted to the Board of Director for a vote.

Section 6. Leave of Absence. Any member of the Board of Directors who is unable to fulfill his or her duties for any period of time may request a leave of absence from the Board of Directors.

Section 7. Resignation. Any member of the Board of Directors may resign by filing a written resignation with the Secretary.

Section 8. Conflict of Interest. Any possible conflict of interest on the part of a Director shall be disclosed to the Board of Directors. When any such interest becomes a matter requiring action by the Board of Directors, such Director shall not vote or use personal influence on the matter, and shall not be included as a member in determining a quorum for a meeting at which action by the Board of Directors is to be taken on this matter. The Director may, however, briefly state a position on the matter, and answer pertinent questions of other members of the Board of Directors. The minutes of all action taken on such matters should clearly reflect that these requirements have been met.

Section 9. Board Member's Responsibilities. Each member of the Board of Directors shall (a) assume the responsibility to act in good faith of this corporation in pursuance of the objects and purposes set forth in the organizational documents; (b) act in a manner other than for the sole benefit of one's self; (c) exhibit the highest level of honesty and efficiency when serving as a member of said Board of Directors.

## **ARTICLE VII**

### **Board of Directors Meetings**

Section 1. Annual Meetings. The Annual Meeting of the Board of Directors shall be held in May of each year at a specific time and place to be determined by the Board of Directors. The purpose of the Annual Meeting shall be to elect the officers of the corporation, fill all vacancies on the Board of Directors and transact such other business as may properly come before the meeting. The Secretary shall prepare a complete list of members entitled to vote for the use of the corporation at the Annual Meeting.

Section 2. Regular Meeting. Regular meetings of the Board of Directors may be called by the Chairman or in his or her absence by the Vice Chairman or upon the written request of three directors to the Secretary of the corporation.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman, or any other officer, and shall be called by the Chairman or Secretary upon a request in writing by a majority of the members of the Board of Directors.

Section 4. Place of Meetings. Meeting of the Board of Directors shall be held at the office of the corporation, or such other place as designated by the Board of Directors.

Section 5. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the members of the Board of Directors shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than 7 nor more than 60 days before the date of such meeting, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or pursuant to the bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. Notice of meeting may also be given in any manner permitted by the State Corporations Act.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting; but if less than a majority of the members of the Board of Directors are present at said meeting, a majority of the members of the Board of Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. Unless otherwise specifically provided for herein, a vote on any matter properly presented before the Board of Directors shall require for a passage a majority of the votes of those members present at such meeting where a quorum is present.

Section 8. Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors, may be taken without such meeting provided written consent is obtained from all members of the Board of Directors and such consent clearly sets forth the action to be taken.

## **ARTICLE VIII** **Indemnification**

Section 1. Action by other than Corporation. The Corporation shall indemnify 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 (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had not reasonable cause to

believe the conduct was unlawful. The termination of any action, suit or prosecution by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Action by Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and except that in indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for willful negligence or misconduct in the performance of a duty to the corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that despite the edification of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Expenses. To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 and 2 above, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Section 4. Prerequisites. Any indemnification under Section 1 and 2 above (unless ordered by a court) shall be made by the corporation only as authorized the specific case upon a determination that indemnification of the director or officer has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by a majority vote of a quorum of the members of the Board of Directors present who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written direction.

Section 5. Advances by Corporation. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceedings as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director or officer,

to repay such amount unless it shall ultimately be determined that the director or officer is entitled to be indemnified by the corporation as authorized in this article.

Section 6. Other Remedies. The indemnification provided by this article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who may be indemnified hereunder against any liability asserted against such person and incurred in any capacity, or arising out of any status, for which the person may be indemnified.

## **ARTICLE IX**

### **Executive Committee**

Section 1. Composition of the Executive Committee. The Executive Committee shall be comprised of all duly elected and incumbent officers. The Chairman shall serve as Chairperson of the Executive Committee.

Section 2. Election and Term of Office. The Board of Directors of the corporation shall elect the officers of the corporation at the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. The term of office for each officer shall be two years or until such time as their successors are chosen and qualified.

Section 3. Removal. Any officer duly elected by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby; provided, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. Should a vacancy occur in any office due to death, resignation, removal, and disqualification or otherwise, the Board of Director may, at its next meeting, elect a person to serve the unexpired term of the officer.

Section 5. Delegation of Duties. In case of the absence or disability of any officer of the corporation or for any other reason deemed sufficient, the Executive Committee may, upon a majority vote of its members, delegate that officer's powers or duties to any other officer or to any director at a specific meeting or until the Board of Directors meet to act on the matter.

Section 6. Chairman. The Chairman shall preside at all meetings of the Board of Directors, serve as an ex officio member of all standing committees and perform all

duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice Chairman. In the absence of the Chairman or in the event of his/her inability, disability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and when so acting, shall possess all the powers of the office of Chairman and be subject to all restrictions placed upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Directors.

Section 8. Secretary. It shall be the duty of the Secretary to keep a correct record of all proceedings and keep the minutes of meetings of the Board of Director and the Executive Committee, to ensure that notice of all meetings be given in accordance with these bylaws, to conduct correspondence as directed by the Chairman and to keep a record of the membership. The Secretary will serve a parliamentarian at all Board of Director meetings.

Section 9. Treasurer. It shall be the duty of the Treasurer to serve a custodian of all financial accounts, and any other funds placed in his/her keeping. The Treasurer shall disburse funds as directed by the Board of Directors, and shall maintain an accurate accounting of said fund at all times. Upon the request of the Chairman, the Treasurer shall turn over any and all moneys and funds in his/her possession a Treasurer, which shall be countersigned by the Secretary.

## **ARTICLE X**

### **Committees**

Section 1. Establishment of Committees. The Board of Directors shall by resolution establish any committee it deems necessary to pursue the objects and purposes of this corporation.

Section 2. Chairperson and Members. The Chairman shall appoint the members of any committee created under Section 1 of the Article.

Section 3. Term of Office. The Member of each committee shall serve until the next Annual Meeting or until a successor is appointed unless the member shall cease to qualify or the Chairman removes the member for good cause shown.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in Section 2 of this Article.

Section 5. Quorum. Unless otherwise provided by resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of

a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Duration of Committees. The Board of Directors may dissolve by resolution any committee established under Section 1 of this Article.

## **ARTICLE XI**

### **Executive Director**

Section 1. Duties. The Board of Directors may appoint an Executive Director of the corporation who shall be responsible for the day-to-day management and operation of the corporation; employing and releasing staff; budget oversight; oversight and enforcement of the policies approved by the Board of Directors; and the general administration of the corporation and all related organization within the framework of the guidelines established by the corporation's Article of Incorporation, bylaws and any resolutions adopted by the Board of Directors.

Section 2. Relationship to the Board of Directors. The Executive Director shall serve as an ex officio member of the Board of Directors and all committees established herein or by resolution of the Board of Directors.

## **ARTICLE XII**

### **Contracts, Check, Deposits, Gifts and Audits**

Section 1. Contracts. The Board of Directors may 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 and 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.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absences of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or any Assistant Treasurer countersigned by the Chairman or Vice Chairman of the corporation.

Section 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 direct.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Audits. An independent audit shall be conducted annually by a certified public accountant. A copy of the audit shall be given to the Treasurer and shall be made available to member of the Board of Directors on request.

### **ARTICLE XIII** **Books and Records**

Section 1. Required Records. The corporation shall take and maintain (a) complete and correct minutes of all proceedings of the Board of Directors and all committees established herein or by resolution of the Board of Directors; (b) a complete and accurate record of the names and addresses of all members of the corporation including member of the Board of Directors entitled to vote; (c) complete and correct financial records of the corporation; and (d) any and all additional records deemed necessary by the Board of Directors.

Section 2. Inspection of Records. All records of the corporation shall be kept at the principal office of the corporation and shall be open to inspection by any member of the Board of Directors at a reasonable time for any reason deemed proper by either the Board of Directors or the Executive Committee. The Executive Director may require that all requests for inspection be in writing for review and ultimate approval or disapproval by either the Board of Directors or the Executive Committee.

### **ARTICLE XIV** **Dissolution of the Corporation and Assets**

In the event of the dissolution of the corporation, assets of the corporation remaining after the discharge of all liabilities shall be distributed to an organization or organizations organized for similar purposes, which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

### **ARTICLE XV** **Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year. In other words, the corporation elects a calendar tax year.

**ARTICLE XVI**  
**Parliamentary Authority**

Section 1. Parliamentary Authority. The Parliamentary Authority for the conduct of meeting shall follow parliamentary procedures.

**ARTICLE XVII**  
**Seal**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall inscribe thereon the name of the corporation or any other identifying name that the Board of Director may deem proper.

**ARTICLE XVIII**  
**Amendments**

The Bylaws may be amended, altered, repealed, or added to at any meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors present and voting provided notice of such amendment has been given or has been received by the membership in writing prior to the meeting.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_, by the Board of Directors.