

**BY-LAWS
OF
FAMILY RESOURCE NETWORK OF THE PANHANDLE, INC.**

ARTICLE I - NAME

The name of the corporation shall be the Family Resource Network of the Panhandle, Inc. (FRN)

ARTICLE II – PURPOSE and MISSION

The objectives and purposes for which this corporation is formed are:

Section 1. To facilitate establishment of a system of prevention, education and early intervention activities aimed at enabling families, children and their communities to reach their fullest potential through community-based planning activities for Berkeley, Jefferson and Morgan Counties and such other activities as described and established in accordance with §49-1-206 in the West Virginia Code. No direct services will be provided by the FRN.

Section 2. The mission of the FRN is to enhance the abilities of families to protect, nurture, educate and support the development of their children so that each child's potential is achieved.

Section 3. To the foregoing purpose and mission to acquire, own and hold property, real, personal, tangible or intangible; to execute leases and make contracts; to sell, convert, or otherwise dispose of property and to invest, reinvest or deal with principle and income thereof; and to perform all such things as a corporation of the State of West Virginia could do, save and except the right to issue, sell and distribute shares of capital stock; and do any other things and acts reasonably incidental to the objects and purposes herein.

Section 4. The Guiding Principles of this corporation are:

- a. Children belong in a caring supportive environment with enduring relationships with adults.
- b. Parents have the primary responsibility for meeting the needs and addressing the development of their children.
- c. The secondary responsibility for the children and families of West Virginia must be shared partnership of all citizens, local communities, community-based organizations, the business sector, labor organizations, local and regional governments, advocacy groups and the religious, educational and legal communities.
- d. Services must focus on the entire family unit and strengthen incentives for self-sufficiency and economic independence. Families are to be involved in all aspects of planning and delivery of services to that family. Services shall focus on prevention, education and early intervention.
- e. Programs and services to children and families should be coordinated through a flexible system of administration that is comprehensive, unified, effective and efficient.
- f. Programs shall allow for regional, cultural and ethnic sensitivity of children and families, be based on local community characteristics and resources and allow for local input.
- g. Participation in programs shall be voluntary on the part of any child or family unless otherwise required by law.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Governing Body: The governing body of this corporation shall be a volunteer Board of Directors, which shall have the sole right and responsibility for the management, control and direction of the corporation for the purposes set forth in its charter, these by-laws and any statutory provision allowable under the laws of the State of West Virginia and of the United States of America.

Section 2. Management Accountability: The Board of Directors shall appoint an Executive Director who shall be the Chief Professional Staff Officer responsible for carrying out Board policies during day to day operations. The Board of Directors may enter into a memorandum of understanding with an outside agency to conduct the day to day business of the Corporation.

Section 3. Membership of the Board of Directors: Membership is open to any person who works or resides within the Eastern Panhandle (Berkeley, Jefferson or Morgan Counties, WV) and who has expressed an interest in the advancement of the objectives and purposes of the FRN and a willingness to cooperate in the furtherance in those objectives and purposes.

- a. The membership of the Board of Directors shall consist of no more than twenty-one (21) and no less than fifteen (15) volunteer members.
- b. Applicants for membership must meet the qualifications and requirements for membership as provided in these by-laws and as may from time to time be prescribed by the Board of Directors.
- c. Each member of the Board of Directors shall serve on at least one standing committee.

Section 4. Board Composition

The composition of the Board of Directors shall be divided into three categories: Service Providers, Community Non-Providers and Family Non-Providers.

- a. A representative/designee from each of the Department of Health and Human Resources, the Department of Public Health, County Boards of Education and Regional Behavioral Health Centers, shall hold a permanent seat on the board.
- b. Notwithstanding the provisions outlined in Subsection (a) of this Section, Service Provider representatives shall represent any publicly and/or privately funded agency/organization/individual who also provides a direct service in accordance with Article II, Section 1 of these by-laws and who supports the objectives adopted by this corporation. Examples of Service Providers may include, but are not limited to: hospitals, shelters and local social service agencies.
- c. Community Non-Provider representatives shall represent any individual(s), who through their work in the community, play an auxiliary role in enhancing the objectives adopted by this corporation. Examples of Community Non-Providers may include, but are not limited to: businesses, religious/faith based organizations, extension service employees, local government entities or organizations from the community-at-large.
- d. Family Non-Provider representatives shall represent any individual who may receive support from any or all publicly or privately funded social, educational, medical or mental health services for him/herself or their family. Examples of Family Non-Providers may include, but are not limited to: parents of school children, senior citizens or the disabled, adoptive or foster parents, victims of violent crimes and youth.

- e. A majority of members must be Non-Providers, with an emphasis placed on Family Non-Provider representation.
- f. Members of the Board of Directors shall serve without compensation; however, actual direct expenses for non-providers attending meetings or activities outside the Eastern Panhandle may be reimbursed should funds be available and if approved by the Board of Directors.

Section 5. Election and Terms of Office

Notwithstanding the provisions outlined in Section 4-a of this Article, all board members shall be elected to serve a maximum of two (2) consecutive three (3) year terms, ~~to be staggered so as to provide~~ ~~To ensure~~ continuity of the management of the board, membership recruitment shall be staggered. After an absence of one year, an individual may seek re-election for subsequent terms on the board as provided in this section.

Section 6. Powers and Duties

As the governing body, the Board has specified and implied powers and duties in order to fulfill the corporation's purpose and to ensure funds and other assets are used in the most effective and efficient manner in furthering that purpose.

a. Powers of the Board of Directors

1. The Board shall appoint an Executive Director to plan and supervise the day-to-day operations of the organization. The Board may delegate the necessary authority to this person to employ staff, subject to Board approval, and to supervise staff and to do all things necessary to carry out the operations of the organization according to the policies set by the Board.
2. The Board may establish job descriptions and personnel policies for all (full-time, part-time or contract) staff positions of the corporation. The Board may also choose to enter into a partnership for sharing staff with another non-profit. In that case, staff support tasks will be defined in the Memorandum of Agreement between the two entities.
3. The Board reserves the right to rescind the appointment of -said Executive Director or direct the removal of any employee for failure to meet the Personnel Policies or in any other way perform in a manner deemed by the majority of the Board to be unacceptable. Any dismissal by the Board shall be subject to the procedural guarantees given to the employees outlined in Personnel Policies.
4. The Board may establish such committees, which in its opinion are necessary to fulfill the purposes of the corporation and to promote its efficient and effective internal operation.
5. The Board has the power to enter into any and all agreements, contracts, leases, notes or insurance policies, or obligations or other forms of indebtedness in the name of the Family Resource Network of the Panhandle, Inc., upon authorization by motion of the Board of Directors at a regular or special meeting.
6. The Board may also hold monies in accounts in the name of the Corporation which are for the benefit of said corporation and issue checks from said accounts.
7. The Board may also apply for and solicit all types of aids and/or grants from both public and private sources for services for the Family Resource Network of the Panhandle, Inc.

b. Duties of the Board of Directors

1. The Board of Directors is responsible for preparation, approval and supervision of an annual plan/program which includes recurring and one-time projects and initiatives. Said plan/program will be developed and executed according to the purposes and goals outlined in these by-laws, as well as, grantor and funding agency requirements.
2. The Board of Directors is responsible for securing operating funds for the operation of the corporation and for development/execution of an annual budget in support of the annual plan/program.
3. The Board of Directors is responsible for providing a physical location for administering the corporation and in organizing its programs.
4. The Board of Directors is responsible for establishment of policies governing the day-to-day operations of the corporation and staff, as well as, the programs/projects/initiatives offered by the corporation.
5. The Board of Directors shall review the close-out of the FRN financial books at the end of each fiscal year, as well as, inventory of assets.
6. ~~The Board of Directors will secure an audit (which may be conducted in conjunction with the audit of any fiscal agent contracted to provide financial services) every three years that complies with Federal/State/Grantor guidelines.~~ An audit of the financial accounts of the Family Resource Network shall be performed annually after the conclusion of the fiscal year. A committee consisting of Treasurer, Current President and Immediate Past President shall constitute the Audit Committee. The President shall serve as chairman of the audit committee. A written report shall be provided to the Executive Committee prior to completion of audit. The Board of Directors will secure an external audit at any point necessary to comply with Federal/State/Grantor guidelines. **See Exhibits "B" and "F" of the grant document.

Section 7. Meetings of the Board

There shall be no less than 4 regularly scheduled meetings per year, of the Board of Directors, to be held at such time and place in the Panhandle which the Board shall set by majority vote.

- a. These meetings will be for the express purpose of reviewing annual plan/program implementation and budget execution in support of this plan/program. Committee and staff reports will be reviewed for the purpose of determining plan/program effectiveness and efficiency in fulfilling the purpose and mission of FRN. Other matters necessary to conduct the affairs of the corporation may also be dealt with at these meetings.
- b. A majority of the members of the elected Board of Directors must be present at each to constitute a quorum and shall therefore be a sufficient number to act on any business of the Corporation.
- c. Notice of said meetings shall be given by the Secretary of the corporation, or their designee, at least seven (7) days prior to said meeting.

d. Board meetings shall be open to the public. Any person from the public may address the Board of Directors at the conclusion of the regular agenda items. Persons who desire to address the Board shall register their request at any time prior to the commencement of the meeting. Executive sessions may be held for any reason appropriate under West Virginia law.

e. Special meetings may be called by the President as necessary to deal with emergencies or shall be called by the President, at the request of a majority of the Executive Committee or any three (3) or more members of the Board, after a written request has been received stating the specific purpose of the meeting. All such meetings shall only be held after twenty-four (24) hours notice. The business of the special meeting shall be limited to those items set forth in the notice of the meeting.

f. The Board meeting held in June will constitute the annual meeting of the corporation.;

Section 8. Voting

- a. Each member of the Board of Directors shall have one vote.
- b. Once a quorum is established, a majority vote of those members present shall decide any action or motion.
- c. In the case of a Board member who cannot physically attend a meeting, but wishes to cast a vote, that board member may vote via conference telephone call at the time the vote is taken.
- d. From time to time the Board may need to conduct voting by electronic means in order to facilitate the handling of an immediate matter. The President will direct such polling which will be documented in a memorandum for record which will be provided for review at the next quarterly board meeting.

Section 9. Meeting Attendance, Resignation and Termination

- a. Board members are expected to attend all Board meetings, regular and special, except for reasons of illness, absence from the community or other necessary causes.
- b. Board members are expected to participate and attend all meetings of committees, on which they serve, unless prevented by reasons set forth in Subsection (a) of this section.
- c. All members of the Board unable to attend a board meeting shall notify the President or Executive Director verbally or in writing.
- d. Any member of the Board of Directors who misses three (3) consecutive quarterly meetings without having given good cause and notice may bring cause for dismissal from the Board. Voluntary resignations from the Board must be in writing to the President.
- e. The Board may, for whatever reason, remove a member of the Board of Directors. Removal requires an affirmative vote of two-thirds of the members of the Board of Directors. Eligible members will include all current members of the Board of Directors.

Section 10. Vacancies

Vacancies that may occur on the Board of Directors shall be filled by a majority vote of the Board at the next or any subsequent board meeting and shall serve in an interim capacity until the next annual meeting where a successor will be elected.

ARTICLE IV – OFFICERS

Officers of the Board of Directors shall be a President, a Vice President/President Elect, a Secretary, a Treasurer, an Assistant Treasurer, a Member-at-Large and the Immediate Past President. No person may hold more than one office at the same time. Notwithstanding any other provisions, the Immediate Past President shall serve as a member of the Executive Committee regardless of the number of years served.

Section 1. Elections

The Officers shall be elected at the annual meeting with their terms beginning on July 1. The Nominating Committee shall present the names of persons it considers qualified for the Office. Nominations from the floor are permitted.

Section 2. Term of Office

The term of office for each Officer will be one year. Newly elected Officers shall begin their term of office at the beginning of the fiscal year. Each Officer may serve two (2) consecutive terms in each position. All Officers are expected to serve the term to which they were elected. If any officer finds they are unable to fulfill their duties, they shall notify the President in writing and resign from their post.

Section 3. Removal from Office

The Board of Directors shall reserve the right to remove any Officer for continued dereliction of duty or intentional acts of gross misconduct. However, prior to any action by the Board, the reason(s) for such removal shall be reviewed by a committee appointed by the President, with the Officer present. Should the committee find just cause for removal, the Officer may be removed from their position by a majority vote of the Board of Directors at any meeting as outlined in Article III, Section 9. Should the Officer be the President, the Vice-President/Chair-Elect shall preside over any removal proceeding. If a Board Member is elected as an Officer, their Board Membership shall be extended through their term of office.

Section 4. Duties of the Officers

a. President:

1. The President shall preside over meetings of the Board.
2. The President shall appoint all board members to one or more standing committees as outlined in Article VI.
3. The President shall be an ex-officio member of all committees.
4. The President, in cooperation with the Executive Director, shall prepare an agenda for each Board and Executive Committee meeting and provide such agendas for distribution prior to each meeting.
5. The President shall cast the deciding vote in case of a tie in a Board meeting and in all Standing Committee meetings.

b. Vice-President/President Elect:

1. The Vice-President shall act in the absence of the President and in so doing, shall have all the power and authority of the President.
2. The Vice-President shall have such power and duties as prescribed to them by the President and/or the Board of Directors.

3. In the event of incapacity, death, or removal of the President from office, the Vice President/President Elect will assume the office of the President and a new Vice President/President Elect will be elected as set forth in these by-laws.

c. Secretary:

1. The Secretary shall be responsible for a record of the minutes of every meeting of the corporation once the meeting has been called to order.
2. The Secretary shall keep attendance records and shall note all excused absences.
3. The Secretary shall keep a copy of the by-laws, standing rules and membership lists.
4. The Secretary shall distribute typed copies of meeting minutes to Board members and retain a copy of the same for the corporation's records.
5. The Secretary shall distribute meeting notices as described in Article III, Section 7.c.
6. The Secretary shall perform such duties as prescribed to them by the President and/or the Board of Directors.
7. The Secretary shall facilitate communication on behalf of the Board of Directors and Organization.

d. Treasurer:

1. The Treasurer shall be responsible for an accurate record of the corporation's bank accounts as to all funds received and disbursed.
2. The Treasurer shall present reports at all regular meetings of the Board of Directors and the Executive Committee, describing all expenditures and receipts.
3. The Treasurer is responsible for the conduct of the annual financial review/year-end close-out and shall work with staff to prepare a report to the Board at the end of each fiscal year.
4. The Treasurer and/or their designee shall co-sign all checks.
5. The Treasurer shall serve as Chairperson of the Finance Committee and shall cast the deciding vote in case of a tie.
6. The Treasurer shall perform such duties as prescribed to them by the President and/or the Board of Directors.
7. The Treasurer is the primary liaison to any fiduciary agent contracted to provide financial services for the corporation.

e. Assistant Treasurer:

1. The Assistant Treasurer shall work in conjunction with the Treasurer on all financial matters of the corporation.

2. The Assistant Treasurer shall, in the absence of the Treasurer, present reports at all regular meetings of the Board of Directors and the Executive Committee, describing all expenditures and receipts.
3. The Assistant Treasurer shall serve as Vice-Chair of the Finance Committee and shall assume the power and authority of the Chair should the Treasurer be absent from the meeting.
4. The Assistant Treasurer shall perform such duties as prescribed to them by the President, the Treasurer and/or the Board of Directors.

f. Member-at-Large:

The Member-at-Large shall perform such duties as prescribed to them by the President and/or the Board of Directors.

g. Immediate Past President:

The Immediate Past President shall perform such duties as prescribed to them by the President and/or the Board of Directors.

ARTICLE V – Chief Professional Staff Officer

Section 1: Under provisions set forth under Article III, Section 6.a.1, the Board of Directors shall appoint an Executive Director (full-time, part-time or contract employee) who is the chief professional officer of the corporation.

Section 2: The Executive Director is responsible for day to day operations of the corporation and operates within the direction of the Board of Directors and the supervision of the Executive Committee.

Section 3: The Executive Director may, with the approval or direction of the Board of Directors, employ additional full, part-time or contract staff to facilitate the mission of the FRN. The Board of Directors shall have full power and authority to create, prescribe and approve policies, rules and regulations for the staff. The Board of Directors shall reserve the right to appoint, suspend, or remove any employee from the staff as it deems necessary to fulfill the purposes of this corporation.

Section 4: The duties of the Executive Director are as follows:

- a. The Executive Director in conjunction with the Executive Committee shall be responsible for the day to day operations of the corporation.
- b. The Executive Director and Treasurer of the Corporation, shall be responsible for all day-to-day finances of the Corporation, as well as, preparation and execution of the annual budget.
- b. The Executive Director, in conjunction with the Executive Committee shall carry out the policies and programs of the Corporation while exercising discretion in interpretation of Board policies between Board meetings
- c. The Executive Director is a non-voting member of the Board of Directors and Executive Committee and shall coordinate with the Committee Chairs to ensure appropriate reports are provided to facilitate Board oversight and the conduct of business..
- d. The Executive Director shall serve as an advisor to all committees and will provide staff for all board standing committees and other committees as necessary to facilitate the purpose and mission of FRN.

- e. The Executive Director shall have responsibility for handling all personnel matters of the Corporation (full-time, part-time and contract) employees, including, hiring, evaluating and terminating employment, with the consensus of the Executive Committee.
- g. The Executive Director shall perform other such duties as prescribed to them by the Executive Committee and/or the Board of Directors of the Corporation.
- h. The Executive Director shall serve at the will and pleasure of the Board of Directors and the appointment may be rescinded by majority of all voting members of the Board of Directors.
- i. The Executive Director shall comply with any and all Federal and State laws at all times.

ARTICLE VI – COMMITTEES

Section 1. Standing and Special Committees

There shall be an Executive Committee, Finance Committee, Planning/Program Committee, By-Laws Committee, Nominating Committee and such other committees as the Board of Directors may, from time to time, establish.

a. Executive Committee: Notwithstanding the provisions outlined in Section 4 of this Article, the Executive committee shall be composed of the President, Vice-President, Secretary, Treasurer, Assistant Treasurer, Member-at-Large, the Immediate Past President, and the ~~Community Planning and Mobilization Committee~~ Health and Human Services Collaborative (HHSC) Steering Committee Chair. The Executive Committee shall have the power to conduct business of the Board, between regular board meetings. A detailed report of such business shall be presented at the next regularly scheduled board meeting.

b. Finance Committee: Notwithstanding the provisions outlined in Section 4 of this Article, the Finance Committee shall be composed of the Treasurer (Chair), Assistant Treasurer (Vice-Chair) and two other members of the Board of Directors as assigned by the President. The President shall serve as a voting member of the Finance Committee. Chairs of Program/Project Sub-Committees shall also serve as non-voting members of the Finance Committee.

The Finance Committee shall be responsible for: (1) assisting the Executive Director with preparing the annual budget, (2) developing and revising policies to govern spending and investment of funds with final approval by the Board of Directors, (3) actively seeking new sources of funds and assist in resolving any budgetary problems as needs arise (4) providing oversight of operational spending in support of programs/projects and administration and (5) the close-out of the financial books at the end of each fiscal year. A report of this review will be provided to the Executive Committee and documented in its minutes.

c. ~~Community Planning and Mobilization Committee~~ HHSC Steering Committee: The ~~Community Planning and Mobilization Committee~~ HHSC Steering Committee shall be composed of three board members, a representative of each of the five (5) Health and Human Services Collaborative (HHSC) co-founding partners (i.e., Community Networks, Department of Health and Human Services, Shenandoah Valley Medical Systems, Telamon Corporation, and United Way of the Eastern Panhandle), chairs elected by each of the HHSC work groups, a representative from the Mobilizing for Action through Planning and Partnerships (MAPP) Core Group, and community representatives from diverse community sectors in each of the three

jurisdictional counties. The President shall appoint one board member to serve as Chair of the Committee.

The ~~Community Planning and Mobilization~~ HHSC Steering Committee shall continually assess community needs and available resources, identify gaps and methods to fill those gaps, and mobilize the community to do so. The Committee shall be responsible for (1) ensuring development of an annually updated Health and Human Services Collaborative work plan comprised of all of its work group plans; (2) monitoring and evaluating work plan progress; (3) identifying resource requirements and resources for the implementation of the annual plan, (4) otherwise overseeing and coordinating the activities of the HHSC and its work groups, and (5) providing input to the annual budget formulation as appropriate.

d. By-Laws Committee: The By-Laws Committee shall be responsible for reviewing and proposing revisions in the By-Laws. At least once each year, the committee shall conduct a comprehensive review of the By-Laws and recommend to the Board of Directors continuation of the existing By-Laws or any changes warranted to improve the function of the Board or the organization. The By-Laws committee shall report to the Board of Directors as needed or upon request of the President or Executive Committee.

e. Nominating Committee: The Nominating Committee shall be responsible for nominating a candidate for membership to the Board of Directors. At the annual meeting, the committee shall submit at least one nominee for each open position on the Board of Directors as required for election at such meeting. The nominees shall be selected on the basis of interest shown in the goals and objectives of the organization and shall be selected so as there shall always be three (3) Directors from each of the three (3) counties served by this organization. ** See Article IV Section 1.

f. Program/Project Sub-Committees: In accordance with Article III Sections 6, the Board may establish such committees, which in its opinion are necessary to fulfill the purposes of the organization. A Chair will be appointed along with the appropriate number of members to implement the purpose of the committee. The Chair and members of the committee do not necessarily need to be members of the board, although where possible, at least one member should be a board member. Program/Project Sub-Committee Chairs shall report directly to the Planning/Program Committee and serve on other board committees as directed by the President.

Section 2. – Additional Duties

The President may assign additional duties to any standing committee as warranted.

Section 3. – Ad Hoc Committees

The President may appoint Ad Hoc Committees as the need arises.

Section 4. – Structure of Committees

The appropriate, consistent with the purpose of the committee, number of board members shall be appointed by the President to serve on committees. Committee membership by other interested parties shall be encouraged in order to facilitate the recruiting and training of potential board members. Terms on committees are for one (1) year, however members may be reappointed to consecutive terms to the same committee. The President shall appoint the chair of each committee.

Section 5. – Committee Quorum:

A majority of the members of the committee present at each committee meeting shall constitute a quorum and shall therefore be a sufficient number to act on any business of the committee.

ARTICLE VII - POLICIES**Section 1. Policy Development:**

Policies shall be determined from time to time by the Board of Directors. No action or statement shall be publicly announced, binding upon, or constitute an expression of the policies of this organization until such action or statement shall have been approved or ratified by the Board of Directors.

Section 2. Loans and Indebtedness:

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.

Section 3. Deposits:

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

Section 4. Insurance:

To the extent the Directors, agents, committee members, employees, volunteers, and officers are not covered by other insurance; the Corporation shall obtain liability insurance in amounts and coverage appropriate for the protection of its Directors, agents, committee members, employees, volunteers, and officers in the performance of their duties on behalf of the Corporation.

Section 5. Property of the Corporation:

The title to all property of the Corporation, both real and personal, shall be in the name of the Corporation. Any sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation shall be made in accordance with applicable law.

Section 6. Signatories: The President and Treasurer are responsible for the accuracy of all corporation financial documents and shall attest by signature the accuracy of such documents. They are also the primary signatories on all corporation documents to include agreements, leases and checks. All checks will require two (2) signatures. Signatures shall come from the President, Treasurer, or up to two other Board members appointed at the discretion of the Executive Committee.

Section 7. Books and Records:

The Corporation shall keep correct and complete books and records of all accounts and shall also keep minutes of the proceedings of its Board and committee meetings at the principal office. All books and records of the Corporation may be inspected by any current Board Member and his/her agent or attorney, for any purpose during regular business hours, upon sufficient notice as determined by the Board.

Article VIII - NON-DISCRIMINATION

The determination by the Corporation of its policies; the provision of its services to the public; all aspects of its employment practice, including opportunities for employment; and its selection and utilization of its volunteer workers, shall be without regard to race, color, creed, national origin, ancestry, religion, gender, age, sexual orientation, disability, veteran status, marital status or political affiliation.

Article IX - AMENDMENT OF BYLAWS

These Bylaws may be amended at a regular or special meeting of the Board of Directors, properly noticed not less than 30 days prior to the meeting, by the affirmative vote of the majority of the Board of Directors presently serving.

Article X - CONFLICT OF INTEREST

Section 1. Conflict of Interest Transactions:

A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a direct or indirect interest. A Director of the Corporation has an indirect interest in a transaction if:

- (a) another entity in which the Director has a material interest, or in which the Director is a general partner, is a party to the transaction; or
- (b) another entity of which the Director is a director, officer, or trustee is a party to the transaction.

Section 2. Approval of Transaction:

A transaction in which a Director of the Corporation has a conflict of interest may be approved in advance by the vote of the Board of Directors or a committee of the Board if: (1) the material facts of the transaction and the Director's interest are disclosed or known to the Board or committee of the Board; and (2) the Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation. A conflict of interest transaction is properly authorized, approved, or ratified if it receives the affirmative vote of the majority of the Directors on the Board.

Section 3. Loans and Guarantees:

The Corporation shall not lend money to or guarantee the obligation of a Director of the Corporation.

Article XII - INDEMNIFICATION

Section 1. Indemnification:

To the extent allowable under West Virginia law, and unless otherwise provided in the Articles of Incorporation, the Corporation shall indemnify any individual made a party to a proceeding because he or she is or was a Director, Officer, employee, or volunteer of the Corporation; or the executor, administrator or other legal representative of any such Director, Officer, employee or volunteer of the Corporation (hereinafter referred to as an "Eligible Person"), against any liability arising out of negligent acts or omissions related to the duties of Director, Officer, employee or volunteer incurred in the proceeding, if

such indemnification is determined permissible under Subsections (a) and (b) of this Section 1 of Article XIII.

- a. The Corporation shall indemnify an Eligible Person under this Section unless a determination has been made that such person is ineligible to receive indemnification under the standards set forth in Subsection (b) below or the indemnification sought is not permitted under Section 3 below. The determination that such person is not eligible under the standards of Subsection (b) shall be made:
- b. By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; If a quorum cannot be obtained under subdivision (i), by a majority vote of a committee duly designated by the Board of Directors (in which designation, the directors who are parties may participate) and consisting solely of three or more directors not at the time parties to the proceeding; or
- c. By special legal counsel selected by the Board of Directors or its committee in the manner provided in subdivision (i) or (ii) or, if a quorum of the Board of Directors cannot be obtained under subdivision (i) and a committee cannot be designated under subdivision (ii), by a majority vote of the full Board of Directors (in which selection Directors who are parties may participate).
- d. The Corporation shall not indemnify an Eligible Person under the Section 1 if: (i) an action, suit or proceeding shall be prosecuted against such person or against his or her executor,

administrator or other legal representative to final determination and it shall be finally adjudged in such action, suit or proceeding that such person is liable for gross negligence or such person has knowingly and willfully acted in a manner contrary to the best interests of the Corporation; or (ii) such action, suit or proceeding shall be settled or otherwise terminated as against such person or his executor, administrator or legal representative without a final determination on the merits and it shall subsequently be determined that such person was liable for gross negligence or such person has knowingly and willfully acted in a manner contrary to the best interests of the Corporation as charged in such action, suit or proceeding, as determined in the same manner as set forth in Subsection 1(a) above.

Section 2. Payment in Advance:

The Corporation shall pay or reimburse the reasonable expenses incurred by such Eligible Person who is a party to a proceeding in advance of final disposition of the proceeding if: (i) such Eligible Person furnishes the Corporation a written affirmation of his or her good faith belief that he or she has not engaged in conduct described in Subsection 1(b) above; (ii) the Eligible Person furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the applicable standard of conduct (which undertaking must be an unlimited general obligation of the Eligible Person, but need not be secured and may be accepted without reference to financial ability to make repayment); and (iii) a determination is made that the facts then known to those making the determination do not preclude indemnification under Subsection 1(b) above or Section 3 below. The determination required by clause (iii) of the immediately preceding sentence shall be made in accordance with the procedures of Subsection 1(a) above.

Section 3. Limitation:

The foregoing right of indemnification shall not extend to the defense of a claim, action, suit or proceeding resulting from a claim of malpractice or other negligence against an Eligible Person in his or her individual capacity arising out of the rendering of professional services or any proceeding involving the employment or professional status, rights, or privileges of the Eligible Person within the Corporation.

Section 4. Other Indemnification:

The Corporation shall have the power to make any other indemnification that shall be authorized by resolution adopted by the Board of Directors at a meeting after notice specifying the purpose of said meeting.

Section 5. Non-exclusivity:

The foregoing rights of indemnification shall not be exclusive of any other rights to which any Eligible Person shall be entitled as a matter of law or that may be lawfully granted to him or her, and the indemnification granted under this Article XII by the Corporation shall be in addition to, and not in restriction or limitation of, any other privilege or power that the Corporation may lawfully exercise with respect to the indemnification or reimbursement of an Eligible Person.

Article XIII - MISCELLANEOUS PROVISIONS

Section 1. Agents:

The Board of Directors may appoint agents of the Corporation possessing authority not inconsistent with these Bylaws or applicable law.

Section 2. No Personal Liability:

The Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the liability insurance, funds and property of the Corporation for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from the Corporation.

Article XIV - DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified under Section 501 (c) (3) of the internal revenue code and none of the assets will be distributed to any individual, officer or director of this corporation

Adopted September 13, 2007

Amended March 30, 2012

Amended March 20, 2014

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Amended September 18, 2014

Amended June 15, 2017

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