

**BYLAWS
OF
WEST VIRGINIA BAR FOUNDATION, INC.**

ARTICLE I: NAME

The name of this corporation shall be West Virginia Bar Foundation, Inc., (hereinafter “Foundation”).

ARTICLE II: PURPOSES

The purposes for which the Foundation is formed are as follows:

- A. To advance and promote the administration of justice by encouraging and supporting traditional, innovative and broadened activities relating to dispute resolution, the continuing education of the practicing lawyer, and the introduction of the law school graduate to the practice of law.
- B. To establish, support and conduct programs and activities designed to promote the public’s understanding of the law and the legal system and to promote a more effective delivery of legal services to the public at large.
- C. To conduct, research, investigate, and survey subjects, problems and activities related to the law and its administration and to publish reports based upon the results thereof.
- D. To perform charitable acts, including but not limited to relieving, aiding and assisting deserving members of the Bar who are ill, incapacitated or in need of aid.
- E. To support programs or organizations whose purposes and operations are charitable, scientific, literary or educational.
- F. To acquire or construct any needed facility or facilities to house the activities, programs or services of the Foundation.
- G. To support organizations established to provide legal services through staff attorneys or unpaid volunteers to persons who find it difficult to obtain such services.
- H. To conduct or engage in such other activities as are incidental and related to the aforesaid purposes.

Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws (“Code”) or (ii) by a corporation, contributions to which are deductible under Section 170 of the Code.

ARTICLE III: OFFICES

The Foundation may maintain such offices within West Virginia as deemed necessary by the Board of Directors or the Executive Committee.

ARTICLE IV: MEMBERS

- A. Members. The following persons who are members of the West Virginia State Bar shall be Members of the Foundation, as follows:
1. West Virginia Bar Foundation Fellows.
 2. Other classes of membership may be designated by the Board of Directors of the Foundation.
- B. Meetings. An Annual Meeting shall be held each year at a date, time and location (including virtual platforms) designated by the President. Special Meetings of the Foundation may be called by the Executive Committee. Special Meetings of the Foundation may be held at any location (including virtual platforms) designated by the Executive Committee.
1. Quorum. A quorum for an Annual Meeting or a Special Meeting of the Foundation shall be no fewer than seven (7) Members. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal or departure of a Member or Members, provided that action subsequently taken is approved by at least a majority of the required quorum for such a meeting.
 2. Notice of Meetings. Notice of meetings stating the time and place and the subjects to be discussed at the meeting shall be given by the President or the Executive Director. Notice of an Annual Meeting shall be mailed or e-mailed at least 15 days prior to the date of the meeting. Notice of a Special Meeting of the Foundation shall be mailed or e-mailed at least 48 hours prior to the meeting.
 3. Voting. Each Member of the Foundation shall be entitled to vote upon each proposal presented at any meeting of the Foundation.
 4. Proxies. Votes may not be cast by proxy.

ARTICLE V: BOARD OF DIRECTORS

- A. Duties. The policy making group for the Foundation shall be the Board of Directors. The Board of Directors shall have the authority to hire or engage staff persons to accomplish the Purposes of the Foundation as set forth in Article II above.

- B. Election. The members of the initial Board shall be designated in the Articles of Incorporation. Thereafter, Directors shall be elected in accordance with these Bylaws. Elections of the fifteen (15) elected Directors shall be conducted in the following manner:
1. Election of Directors shall be by the Members at the Annual Meeting. For the initial Board, five shall be elected to serve a one-year term, five to serve a two-year term, and five to serve a three-year term. The five receiving the most votes shall serve three-year terms, the five receiving the next highest number of votes shall serve two-year terms and the five receiving the fewest number of votes shall serve one-year terms.
 2. Nominations for directorships shall be made by the Nominating Committee and approved by a majority of the Board of Directors. Notice of nominations made by the Board of Directors shall be given to the Members in the notice of the Annual Meeting of Members as set forth in Article IV.B.2 above. Additional nominations may be submitted by any Member to the Executive Director (or the Secretary/Treasurer in the absence of the Executive Director) at least ten (10) days prior to the Annual Meeting.
 3. The election of each nominee shall be by a majority of the votes cast. By unanimous consent of the Members in attendance at the Annual Meeting, the election of each nominee may be by acclamation.
 4. Vacancies on the Board of Directors occurring between Annual Meetings shall be filled by a majority vote of the Board of Directors following recommendation(s) by the Nominating Committee of a new Director(s) to fill the unexpired term.
 5. In the event that a person is elected President, Vice President or Secretary/Treasurer of the Foundation whose term of office extends beyond his/her term on the Board of Directors, he/she shall be a Director until his/her term of office ends.
- C. Term. The term of office for an elected Director (other than a Director who is elected to fill an unexpired term) shall begin with the date of his/her election and shall expire at the end of the third Annual Meeting following his/her election. No elected Director shall serve more than two (2) consecutive, full three-year terms, except for the Immediate Past President who shall serve until his/her successor becomes the Immediate Past President.
- D. Removal. A Director may be removed for cause at any time by concurrence of two-thirds of all Directors of the Foundation, provided that before he/she is removed against his/her consent, he/she shall be given an opportunity to be heard by the Board. A Director automatically shall be removed from office upon four consecutive unexcused absences from Board meetings.
- E. Resignation. The Board of Directors may accept the written resignation of a Director.
- F. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly, as set by the President. Virtual or audio attendance of Directors is permitted for all Board meetings. Notice of meetings of the Board of Directors shall be given to each Director

personally or by mail, telephone, e-mail, or other electronic means of transmission at least five (5) days prior to the day named for such meeting.

- G. **Special Meetings.** Special meetings of the Board of Directors may be called by any member of the Executive Committee at any time. Special meetings must be called by the Executive Director or the Secretary/Treasurer upon the mailed or e-mailed request of one-third of the Directors. The date of a Special Meeting shall be no later than thirty (30) days after the receipt of such request. Notice of Special Meetings shall be by mail, telephone, e-mail, or other electronic means of transmission at least 48 hours prior to the day named for such meeting and shall state the principal purpose of the meeting.
- H. **Quorum.** A quorum at Board of Directors' meetings shall consist of seven (7) Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal or departure of a Director or Directors, provided that action subsequently taken is approved by at least a majority of the required quorum for such a meeting. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when the Articles of Incorporation or these Bylaws require approval by more than a majority of the Directors.
- I. **Adjourned Meetings.** If a quorum of Board of Directors is not present for any meeting, the majority of those present may adjourn the meeting until a later date when a quorum is present. Any business which might have been transacted at an adjourned meeting as originally called may be transacted without further notice.
- J. **Presiding Officer.** The presiding Officer of Directors' meetings shall be the President and, if absent, the Vice President shall preside. In the absence of the presiding Officer, the Directors present shall designate one of their own to preside.
- K. **Compensation.** Directors shall serve without compensation. Expenses may be reimbursed when authorized by the Board.
- L. **Waiver of Notice.** Whenever any notice is required to be given to any Director of the Foundation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or by law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VI: OFFICERS AND EXECUTIVE DIRECTOR

- A. **Number.** The Officers of the Foundation shall be a President, Vice President, Secretary/Treasurer, and the Immediate Past President. The President, Vice President, and Secretary/Treasurer shall be recommended by the Nominating Committee, approved by a majority of the Board, and voted upon by the Members in attendance at the Annual Meeting. Officers may succeed themselves in office.

- B. President. The President of the Foundation shall serve as Chairperson at all meetings of the Board, shall perform such other duties as may be prescribed by the Bylaws or the Board from time to time, and shall be an ex-officio member of each committee.
- C. Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President selected by the Board shall perform the duties of the President and when so acting shall have all of the powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may from time to time be assigned by the President, these Bylaws or the Board.
- D. Secretary/Treasurer. In the absence of the Executive Director, the Secretary/Treasurer shall keep the minutes of the Board meetings, and see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary/Treasurer shall have oversight of the funds of the Foundation, as directed by the Board, and shall report to the Board regarding the finances of the Foundation.
- E. Immediate Past President. The Immediate Past President shall be a non-voting member of the Board of Directors and serve as an Officer of the Foundation.
- F. Executive Director. The Board of Directors shall hire or engage an Executive Director who shall serve at the will of the Board. The Executive Director shall have all duties as set forth in the scope of services set forth in his/her engagement agreement.

ARTICLE VII: COMMITTEES

- A. Number. There shall be an Executive Committee, Standing Committees, and such other committees as the Board or Executive Committee shall designate from time to time.
- B. Executive Committee. The Executive Committee shall consist of the Officers of the Foundation. Between meetings of the Board, the authority and responsibilities for the day to day operations of the Foundation shall be vested in the Executive Committee, provided that the Executive Committee shall have no authority to amend, alter, or repeal these Bylaws or the Articles of Incorporation, or to elect, appoint, or remove any Director or Officer of the Foundation. The President shall serve as Chairperson of the Executive Committee.
- C. Standing Committees. The following Standing Committees are permanent committees of the Foundation and shall meet at dates and times designated by the Chairperson of each such committee.
 - 1. Audit Committee. The Executive Committee shall serve as members of the Audit Committee. The Audit Committee provides oversight of the financial reporting process, the audit process, the Foundation's system of internal controls, and compliance with laws and regulations.

2. Foundation Fellows Nominating Committee. The Foundation Fellows Nominating Committee members are appointed by the President. The Foundation Fellows Nominating Committee recommends a list of Foundation Fellows nominees to the Board for approval.
 3. Grants Committee. The Grants Committee members are appointed by the President. The Grants Committee reviews grant applications and recommends a list of grant award recipients to the Board for approval.
 4. Justice Fund Committee. The Justice Fund Committee members are appointed by the President. The Justice Fund Committee provides oversight of the Foundation's Justice Fund, which is an investment fund held as an endowment.
 5. Nominating Committee. The Nominating Committee shall consist of the Vice President, the Secretary/Treasurer and a third Director who shall be appointed by the President. The Nominating Committee's duties are set forth in Article V.B.2. above.
 6. Strategic Planning Committee. The Strategic Planning Committee consists of the Executive Committee and any other Board member(s) appointed by the President. The Strategic Planning Committee reviews the Foundation's strategic plan at least every four years and recommends any changes to the Board for approval.
- D. Other Committees. The President may constitute and appoint such other committees from among the members of the Board to perform such other duties and functions as appropriate.
- E. Term of Office. Each member of every committee shall continue in office at the pleasure of the President.
- F. Chairperson. The President shall appoint one member of each committee as Chairperson thereof.
- G. Quorum. A majority of a committee shall constitute a quorum. An act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.
- H. Rules. Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation, with these Bylaws, with rules adopted by the Board, or with any applicable law of the State of West Virginia.

ARTICLE VIII: GIFTS

Gifts. The Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Foundation.

ARTICLE IX: WEST VIRGINIA BAR FOUNDATION FELLOWS

Those judges and lawyers whose professional, public, and private careers have demonstrated outstanding dedication to the welfare of their communities and honorable service to the legal profession in West Virginia and who are nominated by the Foundation Fellows Nominating Committee, approved by a majority of the Board, and who accept the nomination, shall be designated as “West Virginia Bar Foundation Fellows.”

ARTICLE X: CONTRACTS, LOANS, CHECKS, DEPOSITS AND SURPLUS PROPERTY

- A. Contracts. The Executive Director shall have authority to sign contracts for venues to hold events that have previously been approved by the Board. Other contracts shall be reviewed and approved by the Executive Committee before being executed by the President (or the President’s designee) and the Executive Director.
- B. Loans. No loan shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a majority vote of the Board. Such authority may be general or confined to specific instances. The Board may encumber and mortgage stocks, bonds and other securities and other personal property of all types, tangible and intangible, and convey any such property in trust to secure the payment of corporate obligations.
- C. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by the Executive Director and at least one Board member, as approved by the Board.
- D. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such financial institution(s) as approved by the Board.
- E. Surplus Property. The Board may sell, donate to an organization qualifying for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or otherwise dispose of surplus property of the Foundation.

ARTICLE XI: MISCELLANEOUS

- A. Robert’s Rules of Order shall apply at all meetings of the Foundation, the Board of Directors, and Committees.
- B. Fiscal Year. The fiscal year of the Foundation shall begin on July 1 and end on June 30 of the following year.

- C. Corporate Seal. The Board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Foundation and the state of incorporation and the words “Corporate Seal”.
- D. Indemnification. Upon prompt written notice to the Board of any civil, criminal, administrative, or regulatory claim, action, suit, arbitration, mediation, or other type of proceeding asserted against a current or former Director who has been made a party by reason of his/her being or having been a Director, the Foundation (through and to the extent that it is covered by the Foundation’s applicable insurance policy(ies)) shall defend and indemnify such person and his/her heirs, personal representatives, executors, administrators, and assigns against such claim, action, suit, or proceeding. The foregoing rights of defense and indemnification shall be in addition to any and all other rights to which any Director may be entitled as a matter of law.
- E. Amendments. These Bylaws may be altered amended or repealed and new Bylaws may be adopted by a vote of a majority of the voting members of the Board present at any Board, Annual, or Special Meeting, provided that written notice of such change, amendment or repeal is given to each member of the Board prior to such meeting.

ARTICLE XII: DISSOLUTION

In the event of dissolution of the Foundation, after payment of all necessary expenses thereof, all of the remaining assets and property of the Foundation shall be distributed to the State of West Virginia, or to such charitable or educational organizations then qualifying for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors may determine.

(Amended - June 12, 2008)

(Amended - June 4, 2015)

(Amended - June 1, 2023)