

BYLAWS

of

WEST VIRGINIA STATE PARKS FOUNDATION, INC.

ARTICLE I. AUTHORITY

The Foundation was chartered by a Certificate of Incorporation, dated August 11, 1998, by the Secretary of the State of West Virginia, as a charitable, not for profit corporation.

ARTICLE II. PURPOSES

The purpose of the West Virginia State Parks Foundation is to preserve, protect and enhance West Virginia state parks by providing leadership in communication, funding and advocacy in partnership with individual Park Foundations

ARTICLE III. LIMITATIONS

Nothing contained herein shall be construed in such a manner as to authorize the corporation to engage in any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IV. POWERS

In furtherance of its chartered purposes, this corporation shall have the power:

To accept, hold, administer, invest and disburse such funds and properties of any kind or character as from time to time may be given to it by persons or corporations, absolutely or in trust, as the case may be; to employ and retain proper employees, agents, experts, consultants, accountants, counselors, advisors and investment advisors with discretionary investment powers, as may be necessary and advisable for the proper accepting, holding, administering, investing and disbursing of such funds and properties of any kind or character; and in general to do all things that may appear necessary and useful in accomplishing these purposes.

To use all assets and earnings of the corporation exclusively for the purpose as set forth in Article II including payment of expenses necessarily incident thereto; and no part of such assets and earnings shall inure to the benefit of any employee, officer, or member of the corporation, or of any other individual, except in payment of reasonable compensation for services actually rendered or expenses necessarily incurred.

To have the authority, and it shall be its duty, to hold and apply the corpus and income of any donation, grant, devise or bequest, or any part thereof, in such manner as may have been stipulated or provided in the instrument creating such donation, grant, devise or bequest.

To have authority to sell, mortgage, pledge, lease or exchange all or any part of the real or personal property or funds of the corporation, unless otherwise specifically provided in its creating instrument, at such prices and upon such terms and conditions as it may deem best; and it may invest and reinvest its funds in any such loans or securities, or in any such real or personal property, as it may deem suitable for the

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investment of trust funds, although such investments are not approved as investments for trustees under the laws of West Virginia.

To have the full power and authority to purchase, lease, accept as a gift, bequest or devise, or otherwise acquire, any real or personal property to be held, administered or used in any way whatsoever for the benefit of West Virginia State Parks, or to assist the West Virginia State Park system in the fulfillment of its purpose; and to that end the corporation shall have full power and authority to hold, own, control, handle, administer or operate any such real or personal property, including the operation of any business connected with or incident to the ownership or control of such property, and to sell, lease, pledge, mortgage, exchange or otherwise dispose of any such property at such prices and upon such terms and conditions as it may deem best.

To have the authority to refuse to accept any income, donations, grants, bequests, devises, gifts or any other assets of any nature that may create or appear to create an improper obligation on the part of the Foundation or may compromise or appear to compromise the authority of the Foundation and its Board of Directors as delineated herein or otherwise hinder or impede the prescribed function of the Foundation.

To borrow money and to make and issue bonds, notes, contracts and other evidence of indebtedness therefor, and, by the proper resolution duly adopted by a majority vote of the Board of Directors, to secure payment thereof by authority provided above.

To engage in and disburse any part or all of its funds, both income and principal, for any and all lawful activities permitted by the laws and regulations governing tax-exempt charitable corporations at that time, and which may be necessary or incidental to the furtherance of the purposes of the corporation.

To design and implement such programs and procedures among all West Virginia State Park employees, users and patrons as to persuade continuous and special philanthropic support and benefactions to further the purposes of the corporation for the benefit of the West Virginia State Park system.

To establish rules, regulations and procedures for the necessary management of all affairs of the corporation in consonance with the laws and regulations described in Section 501(c)(3) of the Internal Revenue Code of 1954, or acts amendatory thereof or supplementary thereto.

ARTICLE V. NAME AND LOCATION

The name of the chartered, not-for-profit, educational corporation shall be WEST VIRGINIA STATE PARKS FOUNDATION, INC., and its principal office shall be located within the State of West Virginia.

ARTICLE VI. DEFINITIONS

The word Foundation as used in these Bylaws hereinafter and in the charter, refers to the West Virginia State Parks Foundation, Inc.; and the word "directors" and/or "members," and the term "Board of Directors" and/or "Board", unless the context indicates otherwise, mean the directors of said corporation, provided by law.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Members

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a. The Board of Directors shall consist of one designated representative or proxy from each established West Virginia State Park foundation. Determination of which West Virginia State Park foundations are considered established will be made by the Chief, West Virginia State Parks and recreation on an annual basis. Once a foundation is determined to be established, the foundation is responsible for designating the person who will serve on the Board of Directors. A Director's term of office shall be one year and there are no restrictions on consecutive terms. Any established foundation that wishes to have their representative on the Foundation's Board must pay the Foundation's annual membership dues. The dues will initially be \$20.00 per annum, but may be changed by a majority vote of the Board of Directors.

b. In addition to the Directors representing local foundations, the Board of Directors will also have two voting representatives appointed by the Chief of the West Virginia Division of Natural Resources with the advice and consent of the Governor of West Virginia. These Directors will serve annual terms and there are no restrictions on consecutive terms.

c. One ex-officio, non-voting member from the Parks Division shall be appointed annually by the Chief, West Virginia Parks and Recreation or his designee.

Section 2. Terms

Directors shall serve term(s) of one year and shall be eligible to serve multiple terms if they are so designated by their respective foundation. Terms will start with the Foundation's annual Business Meeting and will run until the Business meeting the following year.

Section 3. Vacancies

Any Board vacancy through regular ending of a member's term, death, resignation or other cause must be filled by the foundation who designated the member. Until such time as the foundation designates a successor, the Board seat shall be considered to be non-existent for all purposes, including voting, discussions, and determining a quorum.

Section 4. Removal

Those Board members who are physically absent from three consecutive meetings of the Board, without explanation satisfactory to the Board, will be deemed to have resigned.

Section 5. Compensation

The Directors shall not receive compensation for their services, but may be reimbursed by the Foundation for any reasonable authorized expenses incurred by them in the performance of their duties as directors.

Section 7. Executive Session

The Board shall be called into Executive Session in the course of any meeting as provided in the agenda or by vote of the majority of those voting members present. The President shall excuse any member or other person from such sessions as appropriate.

Section 8. Conflict of Interest

When a director may be related in any way to any firm or organization with which the Foundation may do or may consider doing business, that relationship shall be disclosed by the director to the Board or

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to the Executive Committee as appropriate. Where his business or other relationship may be involved in a financial transaction, the transaction shall be made as a result of competitive bidding or other objective measure in the best interests of the Foundation; or, where price is not a factor, decisions shall be made only after discussions with the Board or Executive Committee, as appropriate, and only where it is clear that no other source can equally well serve the Foundation. The director concerned may properly participate in such discussions, may be counted in the quorum, but shall not vote on the final decision.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings

a. Annual Meeting: The annual meeting of the Board of Directors shall be held once a year at a time and place to be determined by the Board of Directors. The annual meeting shall be held within four months after the close of the Foundation's fiscal year.

b. Business of Annual Meeting: The business of the annual meeting of the members shall be the election of officers, the rendering to the membership of the annual reports of the Treasurer and President, and the transaction of such business as may properly come before the meeting.

c. Special Meetings: Special meetings of the members may be held at any time upon the call of the President or upon request of one-fourth of the Directors. The purpose for such meetings shall be announced at the time of the call.

Section 2. Notice

Notice of all meetings of the Board shall be mailed to all members at their respective last known address at least seven days before any regular or special meeting.

Section 3. Waiver of Notice

Nothing herein contained shall prevent the directors from waiving, in writing, notice of any meeting.

Section 4. Quorum

At all meetings of the Board, one-fourth of the voting directors shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of a majority of the voting directors present in person or by proxy at any meeting at which there is a quorum, shall be the act of the Board of Directors.

Section 5. Indemnity

The Foundation shall indemnify and save harmless each and every director, his heirs and assignees, from all liability arising out of the performance of his or their functions, duties and/or responsibilities, express or implied under these Bylaws or the Certificate of Incorporation of the Foundation.

ARTICLE IX. OFFICERS AND DUTIES

Section 1. Officers

The officers of the Foundation shall consist of a President, a Vice-President, a Secretary, a Treasurer and other officers as the Board shall from time to time determine; but no two offices shall be held by the same person simultaneously with the exception of secretary/treasurer which may be combined.

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Section 2. The President

The President of the Foundation, as chief officer thereof, shall preside at all meetings and perform generally the duties customarily required of such officers subject to direction of the Board. He shall be President of the Executive Committee and ex officio member of all committees except the Committee of Directors.

Section 3. The Vice-President

The Vice-President shall, in turn, assume the responsibilities of the President in his absence, and shall be authorized to perform all duties attending this office.

Section 4. The Secretary

The Secretary of the Foundation shall have charge of the seal and corporate books and records of the Foundation; shall cause to be issued notices of meetings to members and directors thereof; and, with the President shall execute and sign such instruments as may require his signature or attestation; shall make such reports and shall perform such other duties as are incident to his office or as may be required of him by the Board.

Section 5. The Treasurer

The Treasurer of the Foundation shall have general oversight responsibilities of the business operations of the Foundation, systems, procedures, and fiduciary responsibilities as stipulated in Article IV of these Bylaws.

Section 6. Election and Terms

The President, Vice-President, the Secretary and the Treasurer, shall be elected at the annual meeting of the Board. The officers so elected shall serve for a term of one year and until successors are elected and qualified.

Section 7. Bond Assurance

At the direction of the Board, any or all officers, agents, or employees may be required to give bond for the faithful performance of his/their fiduciary duties in such amount and with such sureties as the Board may prescribe.

Section 8. Incapacity

In the event of the absence or disability of any officer, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being, in whole or in part, the powers or duties of such officer to any other officer or to any other person otherwise qualified to perform the required duties.

Section 9. Authority to Function

The President, Vice-President, Secretary and Treasurer shall initiate and/or implement the ordinary and reasonable daily business of the Foundation as prescribed in these Bylaws and/or by authorized resolution of the Executive Committee and/or the Board. Acting individually or in concert, they shall have the authority to bind the Foundation by contract in the carrying on of such business as authorized, or other

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ordinary and reasonable business, to the gross amount of \$25,000.00, but subject to approval within forty-eight hours by the executive Committee. If deemed necessary and desirable, members of the Executive Committee may be polled by telephone to authorize such action.

Unless otherwise authorized to do so by the Board of Directors, the officers shall have no authority to bind the Foundation by contract relating to the extraordinary business of the Foundation including but not limited to the execution of notes, or deeds of trust; the transfer of funds; the purchase or sale of unusual supplies, equipment or property; or the disposition of property or devices not implied by the nature of the transaction as extraordinary.

ARTICLE X. FRIENDS ON THE WEST VIRGINIA STATE PARKS FOUNDATION

The Friends shall consist of individual or corporate members. These members shall be non-voting members. The Board of Directors shall determine the amount of the annual membership fee.

ARTICLE XI. FISCAL YEAR

The fiscal year of this Foundation shall be from January 1 to December 31.

ARTICLE XII. COMMITTEES

Section 1. Executive Committee

The Executive Committee shall be comprised of the officers of the Board of Directors and shall have the full authority and power to act on matters of a routine nature which appear to require action between meetings of the Board of Directors. The Executive Committee shall also have the full authority and power to act on all other matters where an emergency requires a decision before the next regular meeting. The Exec Committee shall, at each regular meeting of the Board of Directors, make a full report of all business transacted by the Executive Committee on behalf of the foundation.

Section 2. Standing Committees

The Board of Directors may from time to time name standing committees. The individuals chairing such standing committees shall be voting or ex-officio members of the Board of Directors.

Section 3. Ad Hoc Committees

The Board of Directors may designate ad hoc committees as needed.

ARTICLE XIII. AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by a majority vote of the Board then in office at any regular or special meeting of the Board, provided that copies of the proposed amendments have been sent to all members at least thirty days in advance.

ARTICLE XIV. DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Foundation shall, after necessary expenses thereof, be distributed in accordance with the Foundation's Articles of Incorporation.

ARTICLE XV. ROBERT'S RULES OF ORDER

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Any procedure not specified or limited by these Bylaws shall be governed by Robert's Rules of Order.

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Revision History:

- July 23, 1998 Initial version created when WVSPF initiated the process of incorporating in West Virginia. (Incorporation completed on August 11, 1998).
- March 29, 2001 New ARTICLE X added (Friends of the WVSPF) and Articles XI through XIV renumbered to be XII through XV.
- March 7, 2002 ARTICLE VIII, Section I a. was changed to say that the annual meeting must be held in the first four months of the fiscal year instead of the first three months.
- October 15, 2010 ARTICLE VII, Section 1 b was added to allow two voting members to be appointed by the WVDNR. The previous Section 1 b was renumbered Section 1 c.