

**BYLAWS OF  
HARRISON COUNTY ECONOMIC DEVELOPMENT CORPORATION**

**ARTICLE I. GENERAL**

**Section 1.1 – Name.** This organization is incorporated on February 18, 2015 under the laws of the State of West Virginia and shall be known as the Harrison County Economic Development Corporation (hereinafter, sometimes, the “Corporation”).

**Section 1.2 – Objective.** The purposes of the Harrison County Economic Development Corporation, without favoritism or bias to any government, region, entity or person, shall be to promote, develop, and advance the business prosperity and economic welfare of Harrison County of the State of West Virginia and to encourage the creation of good paying jobs for its citizens; to encourage and assist through loans, investments, or other business transactions in the locating of new business and industry within Harrison County of the State of West Virginia; to rehabilitate and assist existing businesses and industries; to stimulate and promote the expansion of business and industrial activity of all kinds which will have the potential to advance business and industrial development and maintain the economic stability of Harrison County and the State of West Virginia; provide maximum opportunities for employment; encourage thrift among government resources; improve the standard of living of all of the citizens of Harrison County, and the State of West Virginia; to conduct regular business retention and expansion activities; to cooperate and act in conjunction with local, state and federal governments, the area Chamber of Commerce and other organizations, local, statewide, national and beyond, in the promotion and advancement of industrial, commercial, agricultural, and recreational developments within Harrison County of the State of West Virginia; and to furnish money and credit, land and industrial sites, technical assistance and other aid as may be deemed requisite to approved and deserving applications for the promotion, development, and conduct of all kinds of business activity within Harrison County of the State of West Virginia. The Corporation intends to operate in all of Harrison County, West Virginia, and to cooperate regionally for the betterment of the entire State.

**Section 1.3 – Limitation of Methods.** The Corporation, in all its activities, shall be nonprofit, nonpartisan, non-secular, nonpolitical, non-sectarian, and no part of the net earnings of the Corporation shall benefit any Member by reason of such membership.

The Corporation shall observe all local, state, and federal laws which apply to a nonprofit organization as defined in Section 501(C)(4) of the Internal Revenue Code.

The Corporation shall, in all respects, be deemed a public entity subject to the provisions of the West Virginia Open Governmental Proceedings Law, section one, article nine-a, chapter six, *et seq.* of the West Virginia Code of 1931, as amended and all other laws and regulations related to its mission as the County economic development entity.

**Section 1.4 – Location.** The Corporation shall be domiciled within Harrison County in West Virginia, and shall conduct its affairs within the trade area or market served by the business

interest of Harrison County and its immediate environs.

**Section 1.5 – Management.** Management the Corporation shall be controlled by its Board. Oversight of regular operations between meetings of the Board shall be controlled by the Executive Committee, further defined herein.

## **ARTICLE II. MEMBERS**

**Section 2.1 – Qualifications.** Any person, association, Corporation, partnership or entity having an interest in the objectives of the organization shall be eligible for membership under the terms set forth herein.

**Section 2.2 – No Discrimination.** The Corporation will encourage the membership to include minorities, women, veterans and disabled individuals. It will abide to the best of its ability with relevant legislation, uphold the Constitutions of the State of West Virginia and the United States, and will practice nondiscriminatory policies in the conduct of its business.

**Section 2.3 – Term of Office.** The term of office for each Member shall be for a term of one (1) year, so long as contributions of such Members are received by the Corporation in accordance with these Bylaws.

**Section 2.4 – Mandatory Contributions of Members.** Annually, each Member shall contribute or shall have contributed on each such Member’s behalf, such minimum amounts as necessary for the level of membership seat desired which such Member shall occupy as set for in this Section.

**Section 2.4.1 – Charter Members.** Charter Members shall contribute or shall have contributed on their behalf at an initial level of \$2,500.00 annually to be received by the Corporation no later than ten (10) days prior to the Annual Meeting of the membership. Thereafter, the annual membership contribution for Charter Members shall be as modified by the Board of Directors. Paid contributions shall be non-refundable and the Member or contributor paying the same shall have no right to return of any part thereof.

**Section 2.4.2 – Regular Members.** Regular Members shall contribute or shall have contributed on their behalf at an initial level of \$500.00 annually to be received by the Corporation no later than ten (10) days prior to the Annual Meeting of the membership. Thereafter, the annual membership contribution for Regular Members shall be as modified by the Board of Directors. Paid contributions shall be non-refundable and the Member or contributor paying the same shall have no right to return of any part thereof.

**Section 2.4.3 – Contributors on Behalf of Members.** Any person, corporation or other business entity may contribute to the Corporation (“Contributor”) and, in exchange for such contribution, shall have the right to appoint, subject to approval in accordance with the rules of the Corporation, so many Charter Members or Regular Members, in any combination, as for which the Contributor is eligible by dividing the total annual contribution of each such Contributor by the total annual contribution requirement for each such Board seat, Charter and/or

Regular, as set for in Sections 2.4.1 and 2.4.2 (i.e., \$10,000.00 total contribution = 3 Charter Seats x \$2,500 and 5 Regular Seats x \$500 = \$10,000.00 total annual contribution). The apportionment of the total combination of any Contributor on behalf of Charter Members and General Members so appointed by such Contributor shall be at the discretion of such Contributor subject to any limitations by the Corporation on the number of membership seats for each type, if any.

**Section 2.5 – Content of the Membership.** The Corporation shall make all reasonable efforts to insure that the all interested stakeholders including, but not limited to, Aerospace, Banking, Healthcare, Labor, Media, Retail, Legal, Utility, Manufacturing Industry, Communications Education, Government, Natural Resources, and Accounting are made part of the membership. To the extent that any particular group of stakeholders lacks membership representation, the Corporation is empowered to take any reasonable actions to retain such stakeholders including, but not limited to, the waiving of contributions and/or naming of advisory Members, so long as the Corporation’s financial position is not jeopardized.

**Section 2.6 – Appointment/Termination of Members.** The appointment of any person in such manner cannot be rescinded by the Contributor until the term of that Member expires unless otherwise terminated earlier under the rules of the Corporation in which case the terms of Section 2.8 shall apply.

**Section 2.7 – Vacancies.** In the case of a vacancy in any membership seat filled by appointment of any Contributor, such Contributor shall have the right to appoint a successor to that vacant seat for the unexpired term. The Contributor shall have fifteen (15) days by which to advise the Corporation of the appointment which is subject to approval by the Board.

**Section 2.8 – Resignation and Removal of Members.** Any Member of this Corporation may resign and/or the membership of any Member of this Corporation may be declared terminated for good cause by the affirmative vote of a two-third (2/3) majority of all Members at any regular or special meeting of the membership; provided however, such Member shall be given at least five (5) days’ written notice in advance of such meeting that action is to be there taken upon his/her membership, and such Member shall be given full opportunity, if desired, to be heard in resistance to the termination of membership. Such notice may be given by the means set forth herein for notice of meetings of the membership.

**Section 2.9 – Compensation.** A Member shall not receive compensation in connection with his or her services as such Member, but shall be entitled to receive a fee for professional (e.g. accounting or legal) services rendered to the Corporation.

### **ARTICLE III. MEMBER MEETINGS AND VOTING**

**Section 3.1 – Notice of Meetings.** Notice of all meetings shall be served upon each Member in person, by electronic mail, or by U.S. mail addressed to him at his/her last known post office address, at least seven (7) days prior to the date of such meeting, and by publication, specifying the time and place of the meeting and the business to be transacted thereat. At any meeting at which a quorum of Members shall be present, although held without notice, any business may be

transacted which might have been transacted if the meeting had been duly called. Any notice of meetings may be waived by a Member by submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

**Section 3.2 – Annual Meeting.** The annual meeting of the membership for the transaction of such business as may properly come before it, including the election of the Board, shall be set forth in the notice of meeting. The meeting shall be held during the month of July each and every year, or such other date as may be set by the Board. The Secretary shall give personally or by U.S. Mail, not less than seven (7) nor more than thirty (30) days before the date of the meeting to each Member, written notice stating the place, date and hour of the meeting. If mailed, the notice shall be addressed to the Member at his/her address as it appears on the record of Members of the Corporation unless he/she shall have filed with the Secretary of the Corporation a written request that notices intended for him/her be mailed to the address designated in the request. Any notice of meetings may be waived by a Member by submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

**Section 3.3 – Regular Meetings.** The regular meetings of the membership for the transaction of such business as may properly come before it shall be set forth in the notice of meeting. The regular meetings shall be held at least two (2) times per year on such dates as may be set by the Board. The Secretary shall give personally or by mail or by electronic mail, not less than seven (7) nor more than thirty (30) days before the date of the meeting to each Member written notice stating the place, date and hour of the meeting. If mailed, the notice shall be addressed to the Member at his/her address as it appears on the record of Members of the Corporation unless he/she shall have filed with the Secretary of the Corporation a written request that notices intended for him/her be mailed to the address designated in the request. Any notice of meetings may be waived by a Member by submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

**Section 3.4 – Special Meeting.** Special meetings of Members, other than the Annual and Regular Meetings, may be called at any time by a majority of each level of the membership or by a majority of the Board. Written notice of such meetings stating the place within Harrison County, West Virginia, the date and hour of the meeting, the purpose or purposes for which it is called, and the name of the person by whom or at whose direction the meeting is called shall be given not less than seven (7) nor more than thirty (30) days before the date set for the meeting. The notice shall be given to each Member of record in the same manner as notice of the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any such special meeting. Notice of special meeting may be waived by submitting a signed waiver or by attendance at the meeting.

**Section 3.5 – Place of Meeting.** The membership may hold its meeting within Harrison County, West Virginia, at such place as may be designated in the notice of any such meeting.

**Section 3.6 – Quorum.** At any meeting of the membership, the presence of one-third of each type of membership shall be necessary to constitute a quorum for the transaction of business, however, should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than seven (7) days later, so that a quorum can be obtained.

**Section 3.7 – Voting.** At all meetings of the membership, each Charter Member shall have two (2) votes and each Regular Member shall have (1) vote on all matters coming before the membership, except when voting on Board Members, in accordance with these Bylaws, in which such circumstance, each Charter Member and Regular Member shall be entitled to one vote. Except as provided by law, by the Articles of Incorporation or by these Bylaws, all membership actions shall be determined by vote of a majority of the votes cast, subject to the provisions of this Section, at a meeting of the membership.

**Section 3.8 – Recusal from Voting.** Each Member present during any meeting of the Corporation when voting on any questions put forward, shall vote unless he or she is immediately and particularly interested therein. Before such a question is put, any Member having direct personal or pecuniary interest therein shall announce this fact and request to be excused from voting. The disqualifying interest must be such as affects the Members directly, and not as one of a class.

**Section 3.9 – Voting by Telecommunications.** Members who are unable to attend any meeting may participate via telecommunications, so long as the Member can be identified to the satisfaction of those Members present in person. Members so participating via telecommunications will be counted in determining that a quorum has been established and can participate in voting on all issues discussed during the meeting.

**Section 3.10 – Proxies.** Proxies can be used by any voting Member on any subject submitted for a vote; provided, that the Member has authorized a Member, representing the same Member category as the Member who cannot attend or vote in person, to vote his or her proxy in accordance with the Members specifically written instructions. A proxy is only valid on the date of the meeting identified in the proxy. Under no circumstances can a Member vote by proxy for more than three consecutive meetings. In addition, all actions taken pursuant to this Section shall comply with the provisions of the West Virginia Open Governmental Proceedings Law, section one, article nine-a, chapter six, *et seq.* of the West Virginia Code of 1931, as amended.

**Section 3.11 – Action by Unanimous Written Consent.** If and when the Members shall severally or collectively consent in writing to any action to be taken by the Corporation, the action shall be a valid corporate action as though it had been authorized at a meeting of the membership; provided, that all actions taken pursuant to this paragraph shall comply with the provisions of the West Virginia Open Governmental Proceedings Law, section one, article nine-a, chapter six, *et seq.* of the West Virginia Code of 1931, as amended.

**Section 3.12 – Record Date.** The Board may fix in advance a date not less than ten (10) nor more than fifty (50) days prior to the date of any meeting of the Members or prior to the last day on which the consent or dissent of or action by Members may be effectively expressed for any purpose without a meeting, as the record date for the determination of Members. If no record date is fixed for the determination of Members entitled to notice of a meeting of Members, the record date shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

## **ARTICLE IV. BOARD AND OFFICERS**

**Section 4.1 – Types.** The business and property of the Corporation shall be managed and controlled by a Board of Directors (the “Board”) subject to ratification and approval or later rejection by the membership. The Board shall be composed of a seven (7) member board of directors, as set forth below, from whom also will serve as officers of the Corporation.

**Section 4.2 – Board Members and Qualifications.** The Board of the Corporation shall consist of the following: (a) One (1) permanent Board member appointed by the Harrison County Commission; (b) One (1) permanent Board member shall be appointed by the Harrison County Mayors Association pursuant to the rules and regulations of such Association or, should that Association cease to exist, by any successor association or by the majority vote of the mayors of the municipalities located within Harrison County; (c) Three (3) Members shall be elected by majority vote of the Charter Members at the Annual Meeting; and, (d) Two (2) Members shall be elected by majority vote of the Regular Members at the Annual Meeting. The terms of this Section of the Bylaws shall not be subject to amendment or modification by the Members, the Board or by any other action of this Corporation. Nominations for Board positions shall be limited to Members in good standing with the Corporation.

**Section 4.3 – Term of Office.** The term of office for each appointed Board Member shall be one (1) year. The term for each Board Member elected by the Charter Members shall be three (3) years, and the term for each Board Member elected by the Regular Members shall be two (2) years, except that in 2016, in order to create staggered terms (i) the three (3) Board Members elected by the Charter Members shall determine by drawing numbers which Board Members will serve for three (3), two (2) or one (1) year and (ii) the two (2) Board Members elected by the Regular Members shall determine by drawing numbers which Board Member will serve for two (2) or one (1) year.

**Section 4.4 – Vacancies.** Vacancies in on the Board for the seat occupied by the appointment of the Harrison County Commission shall be filled by the Harrison County Commission. The seat occupied by the appointment of the Harrison County Mayors Association shall be filled by such Association subject to the terms set forth in Section 4.2 should that association cease to exist.

**Section 4.5 – Resignation and Removal of Board Members.** Any Board Member of this Corporation may resign, and the membership of any Board Member of this Corporation may be declared terminated for good cause by the affirmative vote of a two-third (2/3) majority of all Members at any regular or special meeting of the membership; provided however, such Board Member shall be given at least five (5) days’ written notice in advance of such meeting that action is to be there taken upon his/her membership, and such Board Member shall be given full opportunity, if desired, to be heard in resistance to the termination of membership. Such notice may be given by the means set forth herein for notice of meetings of the membership. Vacancies of Board Members appointed by the Harrison County Commission or the Harrison County Mayors Association, subject to the terms set forth in Section 4.2, shall be by the appointing entity pursuant to Section 4.4. Vacancies of Board Members elected by either the Charter and

Regular Members, respectively, shall be filled in accordance with Section 4.2(c) and 4.2(d) as the case may be.

**Section 4.6 – Compensation and Expenses.** No member of the Board (or Executive Committee) of the Corporation shall receive any compensation, whether in formal salary, per diem allowance or otherwise in connection with his or her services as such member. Each Member shall, however, be entitled to reimbursement by the Corporation for any necessary expenditures in connection with the performance of his or her general duties as such Member.

**Section 4.7 – Duties and Powers.** The Board shall have control and management of the general affairs and business of the Corporation, except in such cases as the Executive Committee is authorized to act without approval of the Board. The Board shall in all cases act at properly convened meetings, and, in the transacting of business, the act of a majority present at a meeting except as otherwise provided herein, by the law, or the Articles of Incorporation shall be the act of the Board, provided a quorum is present. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with the law or these bylaws. The Board's powers shall include the following:

**Section 4.7.1 – Operations.** The regular operations of the Corporation shall be controlled and managed by the Board including, but not limited to the oversight and management of the Executive Director and staff; subject, however, to the ratification and approval or later rejection by the membership. The Board shall have all the powers and duties permitted by West Virginia Law including, but not limited to, the power to borrow money, purchase, rent, sell, lease, mortgage or otherwise dispose of any real estate, adopt and amend bylaws, to staff, equip and maintain offices, and all other powers and duties which are conferred and imposed, respectively, upon county or municipal development authorities by Sections 7, 7A, 8, 9, 10, 11, 12, 13 and 14, Article 12, Chapter 7 of the Code of West Virginia, as amended.

**Section 4.7.2 – Power to Elect Officers.** The Board shall elect, from the Members of the Corporation, the Executive Committee and, from the members of the Executive Committee, the Officers of the Corporation as follows: a Chair, Vice Chair, and a Secretary and a Treasurer. No more than one officer shall be elected from any single governmental entity, including any appointees, any single industry, and single governmental group, thereof, it being the intent that governance of the Corporation shall not be concentrated in any particular interested party or affiliated parties.

**Section 4.7.3 – Power to Require Bonds.** The Board may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of his or her duties.

**Section 4.7.4 – Agents and Employees.** The Board of Directors may employ such agents and employees as it may from time to time deem necessary for the performance of the functions of the Corporation, upon such terms and conditions including, but not limited to, compensation and benefits as the Board shall in its sole determination deem to be satisfactory.

**Section 4.7.5 – Other Powers.** The Board shall have such other powers and authority as

permitted by law.

**Section 4.8 – Board Member’s Action Without a Meeting.** Unless otherwise provided for in the Articles of Incorporation, any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Executive Committee or the Officers, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a quorum of the Board; provided, that all actions taken pursuant to this paragraph shall comply with the provisions of the West Virginia Open Governmental Proceedings Law, section one, article nine-a, chapter six, *et seq.* of the West Virginia Code of 1931, as amended.

**Section 4.9 – Directors Emeritus.** In order to retain their counsel, interest and assistance, Board Members who have served the Corporation faithfully and with distinction may be appointed to the position of Director Emeritus by a majority vote of the Board. Directors Emeritus shall serve without vote.

**Section 4.10 – Annual Report.** The Board of Directors, through the Chairman, or his/her designee, shall submit a full report of the Corporation’s activities of the past year to the Annual Meeting of the Members.

## ARTICLE V. BOARD MEETINGS

**Section 5.1 – Notice of Meetings.** Notice of all meetings shall be served upon each Board Member in person, by electronic mail, or by U.S. mail addressed to him at his/her last known post office address at least seven (7) days prior to the date of such meeting, and by publication, specifying the time and place of the meeting and the business to be transacted thereat. At any meeting at which a quorum of Board Members shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called. Any notice of meetings may be waived by a director by submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

**Section 5.2 – Regular Meetings.** The regular meetings of the Board for the transaction of such business as may properly come before it shall held on the same day of each month as may be determined by the Board, from time to time. The Secretary shall give personally or by mail or electronic mail, not less than seven (7) nor more than thirty (30) days before the date of the meeting to each Board Member written notice stating the place, date and hour of the meeting. If mailed, the notice shall be addressed to the Member at his/her address as it appears on the record of Board Member of the Corporation unless he/she shall have filed with the Secretary of the Corporation a written request that notices intended for him/her be mailed to the address designated in the request. Any notice of meetings may be waived by a Board Member by submitting a signed waiver either before or after the meeting, or by attendance at the meeting.

**Section 5.3 – Special Meeting.** Special meetings of the Board, other than Regular Meetings, may be called at any time by a majority of the Board or by the Chairman of the Board. Written notice of such meetings stating the place within Harrison County, West Virginia, the date and hour of the meeting, the purpose or purposes for which it is called, and the name of the person by whom or at whose direction the meeting is called shall be given not less than seven (7) nor more



than thirty (30) days before the date set for the meeting. The notice shall be given to each Board Member of record in the same manner as notice of Regular Meetings. No business other than that specified in the notice of meeting shall be transacted at any such special meeting. Notice of special meeting may be waived by submitting a signed waiver or by attendance at the meeting.

**Section 5.4 – Place of Meeting.** The Board may hold its meeting within Harrison County, West Virginia, at such place as may be designated in the notice of any such meeting.**Section 5.5 – Quorum.** At any meeting the Board, the presence of a majority shall be necessary to constitute a quorum for the transaction of business, however, should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than seven (7) days later, so that a quorum can be obtained.

**Section 5.6 – Voting.** At all meetings of the Board, each Board Member shall have one (1) vote, except when voting on Board Members. Except as provided by law, by the Articles of Incorporation or by these Bylaws, all Board actions shall be determined by vote of a majority of the votes cast, subject to the provisions of this Section, at a meeting of the Board.

**Section 5.7 – Recusal from Voting.** Each Board Member present during any meeting of the Corporation when voting on any questions put forward, shall vote unless he or she is immediately and particularly interested therein. Before such a question is put, any Member having direct personal or pecuniary interest therein shall announce this fact and request to be excused from voting. The disqualifying interest must be such as affects the Members directly and not as one of a class.

**Section 5.8 – Proxies.** Proxies can be used by any voting Member on any subject submitted for a vote, provided, that the voting Member has authorized a Member representing the same Member category as the Member who cannot attend or vote in person, to vote his or her proxy in accordance with the Member’s specifically written instructions. A proxy is only valid on the date of the meeting identified in the proxy. Under no circumstances can a Member vote by proxy for more than three consecutive meetings. In addition, all actions taken pursuant to this Section shall comply with the provisions of the West Virginia Open Governmental Proceedings Law, section one, article nine-a, chapter six, *et seq.* of the West Virginia Code of 1931, as amended.

## **ARTICLE VI. COUNTY COMMISSION AND MUNICIPAL CONTRIBUTIONS**

**Section 6.1 – Contributions of Harrison County Commission.** In consideration of its right to appoint a permanent member of the Board, the Corporation shall cause to be executed such agreements with the Harrison County Commission (hereinafter, the “Commission”) to require the following:

a) On an annual basis, to cause the Corporation to be designated as the economic development entity for Harrison County, thereby, making the Corporation eligible and doing all things reasonably necessary to make the Corporation eligible for the annual State LED grant;

b) On an annual basis, to contribute to the Corporation the matching funds required by the grant of the State LED grant (hereinafter, collectively with the State LED grant, the “County

7183273.2

Primary Contribution”) in equal installments no less than quarterly with the first such installment being due to the Corporation on July 1 of each fiscal year;

c) On an annual basis, the Commission, in its sole discretion, may contribute such additional funds to assist the Corporation in carrying out the functions and duties set forth in these Bylaws; and,

d) To commit to the above terms for a period of not less than five (5) years from the date of the first day of employment of the Corporation’s first Executive Director.

**Section 6.1.1 – Appointments of Harrison County Commission.** The Harrison County Commission shall be permitted to appoint, in its sole discretion, as many Charter Members and Regular Members as the total of its Primary and Excess Contribution permits under Section 2.4 herein.

**Section 6.2 – Contributions of the Cities of Clarksburg and Bridgeport, WV.** In consideration of Mayors’ Association’s right to appoint a permanent member of the Board, as provided herein, the Corporation shall cause to be executed such agreements with the Cities of Clarksburg and Bridgeport, West Virginia, to require the following:

a) That each such city shall contribute, on an annual basis, \$25,000.00 in equal installments no less than quarterly with the first such installment being due to the Corporation on July 1 of each fiscal year (hereinafter, the “Municipal Primary Contribution”);

b) That each such city may to contribute, in its sole discretion, such additional funds to assist the Corporation in carrying out the functions and duties set forth in these Bylaws; and,

c) To commit to the above terms for a period of not less than five (5) years from the date of the Corporation’s first hire of an executive director.

**Section 6.2.1 - Appointments of Cities.** Each of the Cities of Clarksburg and Bridgeport, and any other municipality contributing under this Section, shall be permitted to appoint, in their sole discretion, as many Members as the total of each city’s Total Contribution permits under Section 2.4 herein.

## **ARTICLE VII. OFFICERS**

**Section 7.1 – Officers.** The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, each of whom shall be elected from the Board Members at the first regular meeting of each fiscal year by the Board by majority vote and hold office for a one year term not to exceed four (4) years consecutively or until their successors are elected and qualified. Any vacancy occurring among the officers in the meantime shall be filled by the Board. No more than one officer shall from any single governmental entity, including any appointees, any single industry, and single governmental group with the intent that governance of the Corporation shall be concentrated in any particular interested party or parties.

**Section 7.2 – Chair.** The Chair shall preside as chairman at all meetings of the membership of the Corporation. The Chair shall appoint all committees as recommended by the Board membership. In addition the Chair shall attend generally to the executive business of the Corporation along with the Executive Director, and exercise such powers as may be conferred upon him/her by the Members, by these bylaws or prescribed by law. The Chair shall execute, and if necessary, acknowledge for recording any deeds, deeds of trust, contracts, notes, bonds, agreements or other papers necessary, requisite, proper or convenient to be executed by or on behalf of this Corporation when and directed by the Members in regular or special meeting assembly.

**Section 7.3 – Vice Chair.** If the Chair is absent or for any reason is unable to discharge any of his/her duties, the Vice-Chair shall exercise all such functions.

**Section 7.4 – Secretary.** If the Chair and the Vice-Chair are absent or for any reason is unable to discharge any of his/her duties, the Secretary shall exercise all such functions. The Secretary shall report on the minutes of the previous meeting. The Secretary shall attend all meetings of the Board, and of the executive committee, and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. He or she shall keep in his or her custody the seal of the Corporation and shall have authority to affix the same to all instruments where its use is required. The Secretary shall give all notices required by stature, bylaw, or resolution. He or she shall perform such other duties as may be delegated to him or her by the Board or the executive committee. The Secretary shall sign with the Chair such instruments as require such signature, and shall make such reports and perform such other duties as are incident to the office of Secretary within any organization, or properly required of said Secretary by the Corporation. The Corporation shall have the power to appoint a recording secretary whose duties shall be to record and draft minutes for the Secretary’s consideration hereunder.

**Section 7.5 – Treasurer.** The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all moneys, securities and other valuable affects in the name of the Corporation in depositories designated for the purpose by the Board. In addition, in cooperation with the Executive Director, the Treasurer shall insure that the financial records are being kept up-to-date in an acceptable manner. The books and records of the Corporation shall be kept in the office of the Corporation and the Executive Director shall, upon request, and at all reasonable times during business hours, exhibit said books to any Member of the Corporation. The Executive Director shall be the custodian of the minute book, the deeds and other important writings and papers of the Corporation.

## **ARTICLE VIII. EXECUTIVE DIRECTOR**

**Section 8.1 – Executive Director.** The Executive Director (hereinafter, “Executive Director”) shall have general supervision over the administration of the business and affairs, subject to the direction of the Corporation. The Executive Director shall be charged with the management of the projects of the Corporation and such further duties and obligations as set by the Board including, but not limited to, the following:

**Section 8.1.1 – Funds and Accounts.** The Executive Director shall assist the Treasurer with the care and custody of all funds of the Corporation and either shall deposit the same in the name of the Corporation in such bank or banks as the Corporation may select. The Executive Director shall sign all orders and checks for the payment of money for \$250.00 or less (checks over \$250.00 must be signed by at least two Officers) and shall payout and disburse such moneys under the direction of the Corporation. The Executive Director shall keep regular books or accounts showing receipts and expenditures and shall render to the Treasurer of the Corporation an account of the transactions and also the financial condition of the Corporation.

**Section 8.1.2 – Contracts and Agreements.** The Executive Director shall negotiate all contracts and agreements of the Corporation subject to approval of the Board; provided however, any contracts or projects in which the Corporation participates or is a party that results or will result in the location of a new business in Harrison County, regardless of nature or purpose, shall be permitted to be rejected by the Corporation only upon the two-thirds (2/3) vote of the Board.

**Section 8.1.3 – Executive Director Compensation.** The compensation of the Executive Director shall be determined by the Corporation. An interim appointee may be selected by the Board of the Corporation in the event of a vacancy, for any reason.

**Section 8.1.4 – Additional Personnel.** The Corporation may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions the selection, employment term and compensation of whom shall be determined by the Executive Director subject to review and approval of the Corporation.

## **ARTICLE IX. STANDING COMMITTEE**

**Section 9.1 – Executive Committee.** The Executive Committee, as set forth herein, shall handle matters between the regular meetings of the Board and shall have all the powers of the Board subject, however, to the ratification and approval or later rejection by the Board.

**Section 9.2 – Finance Committee.** The Finance Committee, consisting of no less than three and no more than five Members of the Corporation, shall work to develop and/or redevelop the contribution structure and identify other funding sources including, but not limited to, devise business methods and projects enable the Corporation to become self-sufficient, solicit contributions from businesses and the community at large.

**Section 9.3 – Nominating Committee.** The Nominating committee, consisting of no less than seven Members of the Corporation, shall be appointed by the Chairman. The Committee shall work to develop a slate of names to be voted upon to serve on the Board at the Membership's Annual Meeting. The Committee shall consist of no more than three Members appointed by the Government Sector and no less than four Members appointed by the Private sector. Nominations shall be accepted from the floor.

**Section 9.4 – Standing Committees.** Standing Committees are not necessarily limited to the aforesaid committees. Additional Standing Committees can be added in the sole discretion of the Chairman in accordance with these Bylaws.

## ARTICLE X. EXECUTION OF INSTRUMENTS

**Section 10.1 – Execution of Contracts and Other Documents.** The Board or any duly authorized committee of directors, except as by law or by these bylaws otherwise required, may authorize any officer or officers, in the name and on behalf of the Corporation, to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances. Whenever the Board, in authorizing or directing the execution of any contract, deed, or other instrument, shall fail to specify the officer or officers who are to execute the same, such contract, deed or other instrument, shall be executed on behalf of the Corporation by the Chair of the Board and the Secretary. Where necessary or appropriate, the corporate seal shall be affixed thereto and attested by the Secretary.

**Section 10.2 – Checks, Drafts, etc.** All checks, drafts and other orders for payment of money out of the fund of the Corporation shall be signed on behalf of the Corporation as set forth in Section 8.1.1, or as shall be signed in such manner as shall from time to time be determined by resolution of the Board.

**Section 10.3 – Limitations.** No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument or endorse the same in the name of the Corporation or contract or cause to be contracted any debt or liability in the name or on behalf of the Corporation except as herein expressly prescribed and provided. Any expenditure exceeding One Thousand Five-Hundred Dollars (\$1,500.00), not incurred in the regular course of business, must be approved by a majority of the Board.

## ARTICLE XI. AMENDMENTS

**Section 11.1 – Amendments.** Except as otherwise set forth and limited herein, these Bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of the Members present, providing a quorum is established, at any meeting of the Members of the Corporation or at any special meetings where such action has been announced in the call and notice of such meetings and a copy of the proposed amendment shall have been submitted to the Board at a prior meeting therefore held at least one month before the meeting at which it is to be voted upon.

## ARTICLE XII. MISCELLANEOUS

**Section 12.1 – Fiscal Year.** The annual year of the Corporation for administrative, membership and fiscal purposes shall be from July 1 through June 30.

**Section 12.2 – Audit of Corporate Books.** A qualified, certified public accountant shall be designated as auditor by the Board prior to the Corporation's close of business for each fiscal year to audit or review and examine the books of account of the Corporation, and to certify and report in writing to the Board of Directors and Members the annual balances and condition of such books as prepared at the close of the fiscal year under the direction of the Treasurer. No

Director or officer of the Corporation shall be eligible to serve as auditor. The books, bank records and accounts shall be subject to audit and examination by the office of the State Tax Commissioner of West Virginia and by any other public official or body in the manner provided by law.

**Section 12.3 – Robert’s Rules.** All meeting of the Corporation including, but not limited to, meetings of the Members, Board, and the Executive Committee and any other duly established committee shall be governed by Robert’s Rules of Order, as amended, if a majority of those present at the meeting vote to be so governed.

### **ARTICLE XIII. REVERSION OF ASSETS UPON DISSOLUTION**

**Section 13.1 – Dissolution.** Upon the dissolution of the Corporation, all of its assets and property shall revert to and become the property of the Harrison County Commission, to be used solely for the purposes of economic development within and/or benefitting Harrison County, West Virginia.

### **ARTICLE XIV. LAW**

**Section 14.1 – Governing Law.** The Board and the individual Members thereof, while acting as such Members, shall be governed at all times by the Laws of the State of West Virginia, as found in the Official Code of the State of West Virginia, and the amendments thereto, and the reported decisions of the Supreme Court of Appeals of West Virginia.

First Amended July 7, 2016.