

BY-LAWS
WEST VIRGINIA HIGHLANDS CONSERVANCY, INC.
AS AMENDED JULY 21, 1985

ARTICLE I - NAME

The name of this organization is "West Virginia Highlands Conservancy", hereinafter referred to as the "Conservancy".

ARTICLE II - PURPOSES

Section 1: GENERAL PURPOSES:

The purposes of the Conservancy shall be to promote, encourage, and work for the conservation -- including both preservation and wise use -- and appreciation of the natural resources of West Virginia and the Nation, and especially of the Highlands Region of West Virginia, for the cultural social, educational, physical, health, spiritual and economic benefit of present and future generations of West Virginians and Americans.

Section 2: SPECIFIC PURPOSES:

Such purposes shall include but not be limited to the following:

- (A) To preserve and protect areas of particular scenic, geologic, biologic, historic, wilderness, and/or recreational importance in West Virginia.
- (B) To aid in the establishment of nature reserves or other protected areas for scientific, educational or aesthetic purposes.
- (C) To conduct regional and resource use planning studies as a basis for the wise use of the various resources of West Virginia; to develop programs in conservation education; all to the end that the Conservancy shall serve the people of West Virginia as an agency for popular enlightenment, for cultural improvement, and for scientific advancement.
- (D) To advocate governmental policies for the conservation and wise management of West Virginia's natural resources.

Section 3: METHODS:

In fulfilling such purposes, the Conservancy shall function through the coordination of creative ideas, manpower, and financial resources of conservation-minded organizations and individuals through.

- (A) Lending support to and seeking cooperation and action from appropriate elements of local, state, federal government and other organizations.
- (B) Promoting leadership from among participating organizations and individuals to create and implement necessary action programs.
- (C) Engaging in fact-finding and research in all areas of Conservancy concern.
- (D) Promoting public understanding and enlisting public support through dynamic programs of information and education in conservation matters.
- (E) Maintaining effective communications between Conservancy members, and appropriate governmental agencies and the general public.
- (F) Serving as an information clearing house in all conservation matters.
- (C) Such other methods and activities which may be appropriate to accomplish the purposes of the Conservancy.

ARTICLE III - CONTROL AND COMPOSITION

Section 1: BOARD OF DIRECTORS:

The Conservancy shall be governed and controlled by a Board of Directors, as set forth in Article V. below.

Section 2: PARTICIPANTS:

Any individual or organization, whether or not a member of the Conservancy may participate in Conservancy activities, provided: that such participation may be reviewed and/or terminated at any time by the Board of Directors.

Section 3: MEMBERSHIP:

Any individual or organization whose purposes and activities are in harmony with those of the Conservancy, as set forth herein, may become a member of the Conservancy upon application to, and acceptance by, the Conservancy under guidelines established by the Board of Directors. Membership in the Conservancy may be reviewed and/or revoked at any time by the Board of Directors in its discretion. Such acceptance or revocation may be reversed by majority vote of the membership present at any special or annual meeting. Reasonable membership fees and categories may be established by the Board of Directors, and such fees may be waived or modified on an individual basis in its discretion.

Section 4: NATURE OF CORPORATION:

The Conservancy shall be a non-profit corporation without capital stock.

ARTICLE IV - MEETINGS

Section 1: ANNUAL MEETING:

The annual meeting of the Conservancy shall be held one year, more or less, after the previous annual meeting at such time and place as may be designated by the Board of Directors.

Section 2: SPECIAL MEETINGS:

The Board of Directors may call a special meeting of the Conservancy at any time. Upon written petition of at least fifty-one (51) percent of the member organizations, or at least ten (10) percent of the individual members of the Conservancy, the Board of Directors shall call a special meeting of the Conservancy as soon as practical.

Section 3: NOTICE:

Notice of any annual or special meeting of the Conservancy shall be mailed to all members at least fifteen (15) days in advance of such meeting and shall contain, where appropriate, an order of business. Notice of any special meeting of the Conservancy shall contain an order of business, which shall serve to restrict the special meeting to consideration of only those items included in such order of business.

Section 4: QUORUM:

Those members present at any special or annual meeting shall constitute a quorum.

ARTICLE V- BOARD OF DIRECTORS

Section 1: NUMBER:

The number of Directors shall be determined as set forth herein, and shall be unlimited but shall at no time be less than three (3).

Section 2: ELIGIBILITY:

Both organizational and individual members in the Conservancy may be members of the Board of Directors.

Section 3: COMPOSITION:

The members of the Board of Directors shall consist of the following:

- (A) the officers which are set forth in Article VI;
- (B) a minimum of ten (10) Directors-at-Large;
- (C) the Editor, should one be appointed as provided in Article VI;
- (D) the Membership Secretary, should one be appointed as provided in Article VI;
- (E) Organizational Directors;
- (F) the Executive Director, should one be appointed as provided in Article VI.

The said members of the Board of Directors shall be elected and/or appointed as provided In Articles VI and IX.

Section 4: MEETINGS:

The Board of Directors shall meet at least twice each year. A special meeting of the Board may be called at any reasonable time by the President or by any five (5) Directors, provided that each member thereof shall be informed of the purpose of the meeting at least five (5) days in advance.

Section 5. APPROVAL OF ACTIONS BY MAIL:

The Board of Directors may approve the actions of the officers and/or Executive Committee in writing, delivered by mail or otherwise, provided that the President shall make a reasonable effort to contact all members of the board; and provided further: that such written approval is received by the President from a majority of the members of the Board of Directors. The President shall preserve all such communications for the next meeting of the Board of Directors at which time such approval will be entered in the minutes.

Section 6. MEETING NOTICE:

The President, Executive Director, or the Secretary shall give notice, by mail, telephone or in person, of all regular meetings of the Board to each Director at least eight (8) days in advance of regular meeting. In the case of special meetings, notice shall be given, by mail, telephone, or in person, at least five (5) days in advance.

Section 7. CONDUCT OF BUSINESS:

(A) One-third (1/3) of the members of the Board of Directors shall constitute a quorum.

(B) Each member of the Board of Directors may cast one vote, and no more than one, on each motion before the Board of Directors, regardless of the number of offices or proxies held by such members

(C) A motion carried by a simple majority of votes shall be binding on the Conservancy.

(D) An organizational member of the Board of Directors must exercise its vote through an individual, as an Organizational Director, for whom the written authorization of his organization is filed with the Secretary.

(E) Any member of the Board of Directors may authorize another individual to exercise his vote by providing written authorization in advance to the President.

Section 8. ATTENDANCE AT MEETING:

It is declared a policy of the Conservancy that regular attendance at Board meetings by members of the Board of Directors is vital to the success of the Conservancy. Three (3) consecutive absences from Board meetings without an excuse deemed valid by the Board shall be construed as a resignation by an Officer or Director, and notice thereof shall be given to the individual. In the case of an Organizational Director, notice of such constructive resignation and position termination shall be provided both the individual and the organization in accordance with Article IX, Section (c).

Section 9. DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS:

The duties and responsibilities of the Board of Directors shall include, but are not limited to, the following: approve the hiring and firing (with or without cause) of the Executive Director, approving an annual budget, approving any and all contracts, approving all grant proposals being submitted on behalf of the Conservancy, and establishing basic policies governing the Conservancy.

Section 10. REMOVAL OF BOARD OF DIRECTORS MEMBER:

Any Board of Directors member may be removed from the Board by a three fourths (3/4) majority of the Board of Directors present at any regular or special Board of Directors meeting, subject to the review and approval or rejection by the Conservancy members at the next annual meeting.

ARTICLE VI - OFFICERS AND STAFF

Section 1. OFFICERS:

The officers of the Conservancy shall consist of the following:

- (A) President
- (B) Senior Vice-President
- (C) Vice-President for Federal Affairs
 - (1) Vice-President for State Affairs
- (E) Treasurer
- (F) Secretary
- (G) Past President

It is the non-binding policy of the Conservancy that the Vice-President for Federal Affairs should reside in the Washington, D.C., area and that the Vice-President for State Affairs should reside in the Charleston, West Virginia area.

Section 2. EXECUTIVE DIRECTOR AND OTHER STAFF:

The Board may employ an Executive Director at such compensation as it may determine. The Executive Director, whenever such a person is retained, shall perform the functions assigned by the Board. The Executive Director shall be an ex officio member of the Board and of all committees but shall have no vote therein. The Board of Directors may retain such other employees, consultants and agents at such compensation as it may determine.

Section 3. EDITOR AND MEMBERSHIP SECRETARY:

The President may, with the consent of the Board of Directors, appoint a Membership Secretary and an Editor, who shall be individual members of the Conservancy, to serve at such compensation as the Board of Directors may determine. The said Editor and Membership Secretary shall serve at the will and pleasure of the President, and perform such duties as may be determined by the Board of Directors.

Section 4. DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR:

The President shall chair the Board of Directors and the Executive Committee and serve as chief executive officer. The Senior Vice-President shall assume the duties of the President when so requested by the President or when that officer is unable to perform his duties and shall perform such other duties as may be assigned by the Board of Directors. The duties of the remaining officers and the Executive Director shall be such as their titles, by general usage, would indicate, such as are required by law and such as may be assigned by the Board of Directors.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. COMPOSITION:

The Executive Committee shall be composed of the officers of the Conservancy. The Executive Director, when such a person is retained shall serve on the Executive Committee in an ex officio, non-voting capacity.

Section 2. POWER AND DUTIES:

The Executive Committee shall have the power to act in the normal, current administration of Conservancy affairs and where prompt action is required. Between meetings of the Board, the Executive Committee shall have the power to act on matters of Conservancy policy if a problem is of an emergency nature that requires immediate action to protect the established interests of the Conservancy, but such action shall be

subject to modification or revocation by the Board of Directors. The Executive Committee shall keep minutes of its proceedings which shall be read at the next regular meeting of the Board of Directors. The Executive Committee may order disbursements of Conservancy funds for the purpose of implementation of Conservancy policy, not to exceed a total of One Thousand Dollars (\$1,000.00) without prior approval of the Board of Directors between Board meetings.

Section 3. MEETING NOTICE:

At least twenty-four (24) hours notice shall be given of any meeting of the Executive Committee to each of its members, by telephone, mail, or in person.

Section 4. QUORUM:

A quorum for any meeting of the Executive Committee shall be a majority of the Committee.

Section 5. APPROVAL OF ACTIONS BY TELEPHONE, MAIL OR IN PERSON:

The Executive Committee may approve the actions of any officer consistent with Article VII, Section 2, by telephone, mail or in person, provided such approval be given by a majority of the Executive Committee, and, further provided such action shall be made a part of the proceedings of the Executive Committee to be read at the next meeting of the Board of Directors.

ARTICLE VIII - COMMITTEES

(A) APPOINTMENT:

The President may appoint and define the duties of such committees as may be necessary for carrying out the purposes and functions of the Conservancy.

(B) DURATION:

The duration of committee appointments may be at the will and pleasure of the President. There shall be no standing committees of the Conservancy with the exception of the Executive Committee.

(C) POWERS:

Subject to provisions of Article VII of these By-Laws, no committee of the Conservancy, nor any member thereof, shall take any action, or make public any resolution or in any way commit the Conservancy on a question of policy or matters of general public interest without having first received specific approval or instructions from the Board of Directors or the Executive Committee.

ARTICLE IX - ELECTION, APPOINTMENT AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1. DIRECTORS-AT-LARGE:

The Directors-at-Large, who shall be individual members of the Conservancy shall be elected by the members of the conservancy to terms of two years, more or less, to coincide with the annual meeting. The number of Directors-at-Large may be increased or decreased by a majority vote of those members of the Board of Directors elected by the members of the Conservancy, or appointed by the President, to take effect at the next following annual meeting. One-half of the Directors-at-Large shall be elected at large by the members of the Conservancy at each annual meeting of the Conservancy; provided: that if the number of Directors-at-Large is an odd number, one-half of the number of such Directors plus one shall be elected at the annual meeting at which the number of such Directors is changed to an odd number, and every two years thereafter, unless and until the number of such Directors is altered. The initial terms of newly established Directors-at-Large shall be staggered (one or two years) as required to achieve, insofar as practical, the election of one-half of all such Directors at each annual meeting.

Section 2. OFFICERS:

The Officers established under Article VI herein shall be individual members of the Conservancy and elected by the members of the Conservancy to terms of two years, more or less, such as to coincide with the annual meeting, provided: that the Past President shall be that individual who completed the immediate prior term as President, regardless of whether he served the full term.

Section 3. ELECTIONS:

The time and place of the election for all offices shall be at the annual meeting and those elected shall take office immediately, The Conservancy shall use an approval election system whereby each individual member and representative of an organizational member may cast one vote for each and every candidate. No individual may vote twice for a single candidate, i.e. not both on behalf of himself and on behalf of an organization. Votes will be hand-count unless a secret ballot is requested by any member. Each candidate shall have two minutes of floor time to use at will at the annual meeting. The candidate or candidates, as the case may be, who receive the largest number of votes (i.e., approval) shall be elected. Ties will be broken by lot.

Section 4. NOMINATIONS:

The President shall appoint a Nominating Committee which shall nominate as many or more candidates as there are vacant positions. These nominations may be published to all members prior to the election. Each member may nominate candidates up to the number of vacant positions by sending the name and address of the candidate with an indication that he or she is willing to serve, to the Chairman of the Nominating Committee, or by making such nomination from the floor of the annual meeting. All nominations, whether from the Nominating Committee or from the floor at the annual meeting, shall be treated alike at the election.

Section 5. COMMITTEE OF TELLERS:

The President shall appoint a committee of tellers comprised of one (1) member of the Board and two (2) persons not members of the Board for the counting of votes in any election under this Article. No member of the committee of tellers may be a candidate in the election.

Section 6. ORGANIZATIONAL DIRECTORS:

There may be any number of Organizational Directors which shall be filled by the organizational members of the Conservancy. Any organizational member may apply at any time for a seat on the Board of Directors, The Board shall decide on the application at the following Board Meeting and their decision shall take effect immediately, except that it may be reversed by majority vote of the next Annual Meeting, An Organizational Position shall continue to exist until termination as follows.

(A) If the organization resigns its Board position, or ceases to be a member in the Conservancy, or ceases to exist, its position shall immediately cease to exist.

(B) If the Board votes to dissolve the position, it shall cease to exist after the next Annual Meeting, provided that this Annual Meeting may reverse the decision by majority vote.

(C) If the organization is not represented at three (3) consecutive Board of Directors meetings without excuse accepted by the Board of Directors, the position shall cease to exist immediately. Notice shall be given by the Secretary to the organization immediately after both the second and third such absence.

Section 7. VACANCIES IN OFFICE:

Vacancies in the position of Organizational Director shall, unless terminated as provided above, be filled by the appropriate organization. Vacancies in the position of any officer or Directors-at-Large, except Past President, shall be filled by appointment by the President as soon as practical; provided that such a vacancy shall be filled by election at the next following annual meeting for the remaining unexpired term, if any, and that the term of any such appointment shall extend only until the next annual meeting.

Section 8. REMOVAL OF OFFICERS AND BOARD MEMBER:

Any officer or Board Member may be removed from office by a two-thirds (2/3) majority vote of the membership present at any special or annual meeting, provided that thirty (30) days prior written notice of such intended removal action is served on the President, Secretary and subject officer or Board Member by the member making such motion for removal. The vote on such motion for removal shall be by secret ballot if so requested by any member.

ARTICLE X - FINANCES

Section 1. SOURCES:

In addition to dues as determined in accordance with Article 3, Section 3, voluntary contributions by participating organizations and individuals will be encouraged at all times. The Conservancy may receive grants and contributions from business and industry, educational and community foundations, national conservation organizations, and any other sources in harmony with the purposes and functions of the Conservancy.

Section 2. SERVICE CHARGES:

The Board of Directors or the President may establish a schedule of charges for specific clerical, material and organizational services rendered by the office of the Conservancy to members and non-members. Participants utilizing such services shall be invoiced accordingly. Service charges may be waived at any time in the discretion of the Board of Directors.

Section 3. ANNUAL AUDIT:

The books of the Conservancy shall be audited by an auditing committee, or commercial accounting firm, appointed or designated by the President at the end of the fiscal year. The audit report shall be made available at the annual meeting or otherwise to all Conservancy members.

Section 4. DEPOSITS AND WITHDRAWALS:

The funds of the Conservancy shall be deposited in such bank or trust company as the Directors shall designate. Withdrawals shall be by check issued and signed by the Treasurer, the President, or the designee of the President. Vouchers, purchase orders, receipts, statements or other evidence of purchase or obligation shall be a necessary condition of the issuing and signing of any check.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Conservancy shall be January 1st to December 31st.

ARTICLE XII - REFERENDA

Section 1. HOW ORDERED:

Upon written petition of twenty (20) percent of the individual members or majority vote of any special or annual meeting, the Board of Directors shall, or upon its own initiative may, submit any question for a mail referendum vote of the entire membership. Such referendum shall be accompanied by briefs fairly stating each side of the issue.

Section: 2. VOTING RIGHTS:

Each individual and organizational member shall be entitled to one vote. No individual may cast more than one vote.

Section: 3. CONSTRUCTION OF VOTE:

The results of any referendum shall be construed as advice to the Board of Directors to act accordingly; provided: that a referendum pursuant to Article XIII shall enact an amendment to the By-Laws.

ARTICLE XIII - AMENDMENTS

The By-Laws may be altered or amended only by a two-thirds (2/3) vote of the members voting in any referendum under procedures set forth in Article XII.

ARTICLE XIV- RULES OF ORDER

Except as provided herein or by the Articles of Incorporation, Roberts Rules of Order, as amended, shall control in all questions of parliamentary procedure.

ARTICLE XV - EFFECT OF THESE BY-LAWS

The By-Laws herein shall take full force and effect upon the declaration of ratification by the Committee of Tellers, in a referendum pursuant to Articles XI and XII of the By-Laws in full force and effect on July 31, 1983. In the event of said ratification prior to September 30, 1983, an election shall be held in conjunction with the Fall 1983 meeting of the Board of Directors notwithstanding Article IX, Section 3, for the positions of Senior Vice-President, Vice-President for Federal Affairs, Vice-President for State Affairs and the five Directors-at-Large last elected at the 1982 annual meeting. The 1984 annual meeting shall be held one year, more or less, after the above said election. The positions of Senior Vice-President for Federal Affairs and Vice-President for State Affairs, so elected, shall serve for an initial term of one year and thereafter as provided by Article IX, Section 2, herein. The President, Secretary, Treasurer and the five Directors-at-Large elected at the 1983 annual meeting shall continue in office until the 1984 annual meeting at which time an election shall be held for these seats.