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Important Annual Review Material on Page 2

THE HIGHLANDS VOICE

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Board Proposes New Conservancy By-Laws

By LARRY GEORGE
PRESIDENT

On July 31st, the Conservancy Board of Directors voted to conduct a referendum to obtain membership approval for the proposed By-Laws which are printed in this edition of the Voice.

These proposed By-Laws are the product of six-months of intensive discussion and review by the Board and the Management Review Committee.

This past January, I appointed Conservancy Treasurer, Dave Elkinton, Director, Skip Deegans and Past-President Jeannetta Petras, to the newly created Management Review Committee, which was established to review financial and administrative aspects of the Conservancy and make recommendations to improve the organization's programs and effectiveness.

During the past seven months, this committee has solicited and considered the comments of Conservancy Board members and individual members in developing its recommendations.

The Management Review Committee presented its recommendations to the Board of Directors at the April meeting. Because many of the recommendations required changes in the existing By-Laws, the Board approved the committee's report and directed it to draft new By-Laws to implement the recommendations and also to consolidate and clarify the language in the existing By-Laws and the 1974 and 1976 amendments.

The recommendations of the committee, as approved by the Board are:

- Consolidates and clarifies language in the existing By-Laws and the 1974 and 1976 amendments into a single document and eliminates the inconsistencies between them and refines specific language;

- Established three new officers: Senior Vice President, Vice President of State Affairs and Vice President for Federal Affairs. These officers would replace the existing four Regional Vice Presidents which are abolished. (Article VI, Section 1)

- Officers will be elected by the entire membership at the Conservancy's Annual Meeting instead of by the Board of Directors. (Article IX)

- The Membership Secretary is designated a member of the Board of Directors. The Editor of THE HIGHLANDS VOICE continues to be a Board member, however, the Editor is no longer considered an officer or a member of the Executive Committee. (Article VI, Section 3)

- The fiscal year is changed from December 1 to November 30 to correspond with the taxable calendar year, January 1st to December 31st. (Article XII)

- The Executive Committee has the authority, upon approval by the Board of Directors, to order disbursements of Conservancy funds, not to exceed \$1,000, between meetings of the Board. (Article VII, Section 2)

- The Conservancy's Annual Meeting is moved from January to October of each year. The terms of all Conservancy officers and Directors-at-Large are adjusted to correspond to the new schedule of Annual Meetings. The three new Vice Presidents and five Directors-at-Large (elected January, 1982) will be subject to election at the Fall, 1983 Fall Review. The President, Secretary, Treasurer and remaining Directors-at-Large will serve until Fall, 1984 (Article XV);

- Eliminates the quorum requirement of one third (1/3) of the organizational members for a special or annual meeting of the membership;

- Reduces the portion of the individual membership from 51% to 10%, required to call a special meeting of the membership (Article IV, Section 2);

- Permits the annual meeting to call a referendum of the membership. (Article XII);

- Provides a procedure for the membership to remove officers and Directors-at-Large. (Article IX, Section 8).

- The Board of Directors retains the authority to review and/or revoke membership in the Conservancy. Such revocation now becomes subject to review and/or reversal by the membership at the Annual meeting. (Article III, Section 3)

- The Board of Directors may remove a Board member by a three-fourths (3/4) majority of those Board members present at any Board meeting. Such revocation is subject to review and/or reversal by the membership at the Annual meeting. (Article V, Section 10)

- Specific duties are set forth for the Board of Directors in Article V, Section 9.

- Referenda are construed as advice to the Board of Directors except when By-Law amendments are proposed, whereby such referenda are binding on the Conservancy. (Article XII, Section 1)

The proposed By-Laws preserve the fundamental purposes and structure of

the Conservancy. Except as noted above, there are no other significant changes in the policies, goals or operation of the Conservancy as established since its creation in 1967.

Each individual and organizational member of the Conservancy is entitled to cast one vote for or against adopting the proposed By-Laws which would entirely replace those which the Conservancy are now operating under. Members are requested to mark the referendum ballot and then sign, address and return it to the designated

address. Ballots must be received no later than September 16, 1983, to be counted. Ratification of the proposed By-Laws requires approval by two-thirds of those Conservancy members voting.

The proposed By-Laws will take effect immediately upon certification of ratification by the Committee of Tellers. It is expected that the Committee of Tellers will meet to count and verify the ballots between September 17 and the Conservancy's annual Fall Review starting on September 20.

(Continued on Page 3)

Water Resources Board Considers Changes To Water Quality Standards

By JOHN PURBAUGH

Several West Virginia industries have proposed changes in the state's existing water quality standards, which if approved, would be tantamount to a water grab of our streams by these few companies.

This summer, the state Water Resources Board will propose several important changes to the current water quality standards and regulations. In response to several suggested changes, the Board has already conducted a series of meetings to discuss the proposals and select several for probable promulgation.

The only good news is the chief of the DNR has proposed language which specifies information required in either the abandonment plan portion of a mining discharge permit application, or in the separate application for a permit to abandon a coal mine. Also valuable is a suggestion that the regulations state clearly certain instances in which the state water pollution permit under Code 20-5A-1 et seq. goes beyond the federal requirement for an NPDES permit.

Perhaps the most important suggestions are those of the West Virginia Coal Association.

The WVCA wants to eliminate the application of water quality standards to discharges into "low flow streams," which they propose defining as any stream with (1) average flow of less than 5 cfs, or (2) natural flow 7 day, 10 year return frequency of .1 cfs or less.

Secondly, the association proposes repealing the "total iron" criterion and establishing a "dissolved iron" standard of 1.0 mg/l.

Finally, the WVCA proposes that the Board undertake a comprehensive review

of use category designations for state stream segments, based on a cost/benefit analysis, so that present water quality criteria would legally be exceeded on segments where a lower designated use than public water supply is established.

Wesvaco objected strenuously to the provision in the turbidity criterion that a site-specific sediment control plan was required for loggers to be exempt from enforcement.

Appalachian Power wants the state to designate segments for public water supply "only" directly upstream from water treatment plant intakes. APCO also wants "an exemption from water quality standards for very small streams so drastically and irretrievably altered that their former use... will never be attainable with reasonable efforts and costs."

The power company also wants a new "sliding scale" standard imposed for most heavy metal criteria, which would set a different lower standard for the protection of warm water aquatic life than the existing standards for Cadmium, Copper, hexavalent Chromium, Lead and Mercury.

Monongahela Power proposes a policy of "Real Time WQ Management Control" which means that "precipitation-induced discharges" (slag piles, fly ash, coal storage and surface mines) would be managed (apparently through retention in ponds) and discharged at the minimum allowable waste discharge to stream flow ratio.

This latter proposal is akin to the Division of Water Resources' proposal to allow oil and gas pit wastes to be discharged (without a permit) under a calculated dilution ratio.

BY-LAWS REFERENDUM BALLOT

This referendum is conducted pursuant to Article XI and XII of the existing By-Laws of the West Virginia Highlands Conservancy, Inc., to determine whether the "Proposed By-Laws", as set out in this edition of **The Highlands Voice**, should be adopted. Each individual and organizational member of the Conservancy is entitled to one vote which shall be cast by marking, signing and addressing this Ballot and returning it to the below address. Ballots must be received no later than September 16, 1983, to be counted. Ratification of the Proposed By-Laws requires approval by two-thirds of those voting.

_____ YES, I vote in favor of adopting the Proposed By-Laws.

_____ NO, I vote against adopting the Proposed By-Laws.

Signature _____

Print Name _____

Address _____

Return Ballot to:
Committee of Tellers
W.V. Highlands Conservancy
P.O. Box 506
Fairmont, West Virginia 26554

WVHC's 17th Annual Fall Review

The Highlands Conservancy's 17th Annual Fall Review will be held Oct. 1-2 at Camp Pioneer, south of Elkins.

The Review offers Conservancy members and the public an opportunity to tour the Highlands and discuss relevant issues pertaining to land protection and management.

In addition to tours of the Highlands, West Virginia Representative Harley Stagers, Jr., (D-2nd. District) will address the Conservancy on Saturday night on environmental issues. Following Stagger's address, a panel discussion, focusing on the benefits and the impacts of local, large scale resort development in the Canaan Valley/Harmon area will be conducted.

During Saturday afternoon, tours will be conducted to several areas in the Highlands. Plans call for four tours to be conducted to local resort areas, the wetlands of Canaan Valley, the Laurel Fork wilderness area and mining activity on Shavers Fork.

With so much to offer, plus the chance to see the Highlands in full fall splendor, make plans now to attend the 17th annual Fall Review.

DO NOT DELAY!!!!!!

To ensure that enough food is purchased by the Camp Pioneer staff to feed those attending the Review, meal reservations must be made by September 15. Meal reservations will not be accepted after this deadline. Since deadline schedules vary on the Voice, the September edition may not arrive in time to make the September 15 deadline for meal reservations. Therefore, persons wishing to make a reservation, should use the coupon attached below.

So, firm up your plans now to attend the 17th annual Fall Review.

Return by September 15

WVHC's 17th Annual Fall Review Week-End Oct. 1 & 2, Camp Pioneer Reservation Form

- _____ Heated dormitory accommodations \$4 per person \$ _____
(Hot showers outdoors, bring own linens, bedding)
- _____ Saturday breakfast \$2. per person \$ _____
- _____ Saturday box lunch 2.75 per person \$ _____
(ham & cheese sandwich plus)
- _____ Saturday dinner \$4.25 per person \$ _____
- _____ Saturday dinner \$4.25 per person \$ _____
(delicious barbecue spare ribs)
- _____ Sunday breakfast \$2. per person \$ _____
- _____ Sunday lunch \$2.75 per person \$ _____

Total Checks

Name _____
Address _____

Phone _____

Make check payable to WVHC and mail it and your reservation to:
Mary Moore Rieffenberger
Rt. 1 Box 253
Elkins WV 26241

(meals can not be reserved after the September 15 deadline)

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Roster of Officers & Board Members

BOARD OF DIRECTORS

- President: Larry W. George
9 Crestridge Drive, Huntington WV 25705 (736-1325)
- Secretary: Lois Rosier
633 West Virginia Ave., Morgantown WV 26505 (296-5158)
- Treasurer: David Elkinton
Rt. 5 Box 228-A, Morgantown WV 26505 (296-0565)
- Membership Secretary: Linda Cooper Elkinton
Rt. 5 Box 228-A, Morgantown WV 26505 (296-0565)
- Past President: Jeannetta Petras
P.O. Box 506, Fairmont WV 26554 (534-5595)

REGIONAL VICE-PRESIDENTS

- HIGHLANDS: Joe Rieffenberger
Rt. 1 Box 253, Elkins WV 26241 (636-4559)
- PITTSBURG: Jean Rodman
32 Crystal Drive, Oakmont PA 15139 (412-823-8938)
- CHARLESTON: Perry Bryant
1324 Virginia St. E., Charleston WV (344-8710 home, 364-5891 work)
- WASHINGTON, D.C.: Linda Ann Winter
P.O. Box 27, Washington Grove, MD 20880 (301-869-3793)

DIRECTORS-AT-LARGE

(Terms Expire January of 1985)

- Glen Davis: 85 Ward Avenue, Elkins 26241 (636-4714)
- Frank Pelurie: P.O. Box 5193, Charleston WV 25311 (345-8256)
- William P. McNeel: 1118 Second Ave., Marlinton WV 24954 (799-4369)
- Joe McNeely: P.O. Box 2, Athens WV 24712 (425-1295 or 425-9838)
- Tom Michael: Rt. 2, Box 217, Lost Creek WV 26385 (623-3447)

DIRECTORS-AT-LARGE

(Terms Expire January of 1984)

- Geoff Green: Rt. 1 Box 79-A, Burlington WV 26710 (289-3565)
- Sayre Rodman: 32 Crystal Drive, Oakmont PA (412-823-8938)
- Skip Deegans: 126 W. Washinton St., Lewisburg WV 24901 (645-1656)
- John Purbaugh: Rt. 1 Box 107, Kenna WV 25248 (988-9024)
- Bardwell Montgomery: 512 Kanawha Blvd. W., Charleston WV 25302 (344-1997)

ORGANIZATIONAL DIRECTORS

- KANAWHA TRAIL CLUB: Charles Carlson
Box 131, Charleston WV 25231 (925-7264)
- NATIONAL SPELEOLOGICAL SOCIETY, Virginia Region: Sara Corrie
501 Ridgewood Road, Huntington WV 25701 (523-2094)
- NATURE CONSERVANCY: Max Smith
Rt. 12 Box 154, Grafton WV 26354 (265-4237)
- SIERRA CLUB, Potomac Chapter: John Ostrowski
805 W. Burke St., Martinsburg WV 25401
- POTOMAC APPALACHIAN TRAIL CLUB: Jeannette Fitzwilliams
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- PITTSBURGH CLIMBERS: Sayre Rodman
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- W. VA. SCENIC TRAILS ASSOCIATION: George Rosier
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- GEORGE M. SUTTON AUDUBON SOCIETY: George H. Warrick
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26 Lake Shores Dr., Cross Lanes WV 25313 (776-2505)
- W.VA. COUNCIL OF TROUT UNLIMITED: Don Brannon
P.O. Box 38, Charlton Heights WV 25040 (779-2476)
- W.VA. MOUNTAIN STREAM MONITORS PROJECT: Rick Webb
P.O. Box 1853, Elkins WV 26241 (636-7218)
- KANAWHA VALLEY CHAPTER TROUT UNLIMITED: Mike Gilzow
1112 Summit Dr., St. Albans WV 25177 (722-2228 or 747-4464)
- BROOKS BIRD CLUB: Mary Moore Rieffenberger
Rt. 1 Box 523, Elkins WV 26241 (636-4559)
- KYOVA CHAPTER, TROUT UNLIMITED: Frank Akers
1601 Sycamore St., Kenova, WV 25530 (453-1494)

COMMITTEE CHAIRS

- AIR QUALITY COMMITTEE: Don Gasper
4 Richie Street, Buckhannon WV 26201 (924-6211)
- CANAAN VALLEY COMMITTEE: Linda Cooper Elkinton
Rt. 5 Box 228-A, Morgantown WV 26505 (296-0565)
- HIGHWAY COMMITTEE: Geoff Green
Rt. 1 Box 79-A, Burlington WV 26710 (289-3565)
- MINING COMMITTEE: John Purbaugh
Rt. 1 Box 107, Kenna WV 25248 (988-9024)
- SHAVER'S FORK MANAGEMENT GROUP: Bardwell Montgomery
512 Kanawha Blvd. W., Charleston WV 25302 (244-1997)
- OIL AND GAS COMMITTEE: Tom Michael
Rt. 2 Box 217, Lost Creek WV 26385 (623-3447)
- PUBLIC LANDS MANAGEMENT COMMITTEE: Charles Yuill
657 Afton Street, Morgantown WV 26505 (599-5057)
- WATER RESOURCES COMMITTEE: Frank Pelurie
P.O. Box 5193, Charleston WV 25311 (345-8256)

VOICE EDITOR

Brian Farkas, 162 Frame Rd., Elkview WV 25071 (965-5058)

Proposed By-Laws for the Conservancy

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 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.

(G) 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 discre-

tion. 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 anytime. Upon written petition of at least fifty-one (51) percent of the member organizations, or at last 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, by mail or otherwise, provided: 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 of each Director at least eight (8) days in advance of any regular meeting.

In 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 any 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 XIV, Section 6 (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 DIRECTOR MEMBER:

Any Board of Director 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
- (D) 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 Direc-

tor, 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 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.

(Continued on Page 4)

EXISTING BY-LAWS AVAILABLE

Those members who desire a copy of the WVHC's present By-Laws for comparison to the Proposed By-Laws may obtain them by contacting President Larry W. George or Secretary Lois Rosier. Address and phone numbers for George and Rosier are listed on Page two of this Voice under the Board of Directors Roster. By-Law copies will be mailed as quickly as possible after requests are received.

Conservancy By-Laws

(Continued from Page 1)

In the event that the By-Laws are approved by the membership, an election will be held during the Fall Review to elect the new officers established under the Proposed By-Laws: Senior Vice-President, Vice-President for Federal Affairs and Vice-President for State Affairs. An election also will be held for the five Directors-at-Large seats, which under the existing By-Laws would have been elected in January of 1984.

the full support and approval of the Conservancy Board of Directors and myself and it is our recommendation that the membership ratify these By-Laws.

Any Conservancy members having questions concerning the Proposed By-Laws may contact myself or the Management Review Committee Chairman, David Elkinton, Rt. 5 Box 228-A, Morgantown WV 26505, (304) 296-0565.

The proposed By-Laws have

Get Involved—Join A WVHC Committee

This is your opportunity to take an active role in the Conservancy's programs and decisionmaking process by participating in one or more committees. Complete and return this form to become a member of the Conservancy committees listed below. These committees carry out the Conservancy's projects and develop recommendations to the Board of Directors regarding natural resources issues.

Please check the following committees in which you wish to participate:

- PROGRAM COMMITTEE (1983 Fall Review)
- AIR QUALITY COMMITTEE (Acid Precipitation, Clean Air Act)
- CANAAN VALLEY COMMITTEE (Davis Power Project, Wildlife Refuge and Landuse in Canaan Valley)
- HIGHWAY COMMITTEE (Corridor H, Highlands Scenic Highway)
- MINING COMMITTEE (Federal and State Coal Mining Reclamation Programs and Policy)
- OIL AND GAS COMMITTEE (State Regulations and Policy for Reclamation of Oil and Gas drilling)
- PUBLIC LANDS MANAGEMENT COMMITTEE (Management Policies for National Forest and State lands)
- WATER RESOURCES COMMITTEE (Protection of Scenic Rivers, Water Pollution Control Programs, Water Resource Development Projects)

RETURN TO: Larry W. George, 9 Crestridge Drive, Huntington, W. Va. 25705.

MOVING? ATTACH OLD LABEL HERE

New Address: _____

W. Va. Highlands Conservancy

SEND TO:

P.O. Box 566

Fairmont, WV 26554

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. POWERS 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 by 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. One-half of the Directors-at-Large shall be elected at-Large at each annual meeting of the Conservancy; provided: that if the number of Directors-at-Large is an odd number, one-half plus one of each Directors shall be elected at the annual meeting at which the number of Directors-at-Large are changed to an odd number and every two years, thereafter.

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 or she 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 by 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 candidates 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 its decision shall take effect immediately, except that it may be reversed by a majority vote at 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 Director-At-Large, except Past President, shall be filled by majority vote of the Board of Directors 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. The President may present nominations to the Board of Directors for any vacancies.

Section 8. REMOVAL OF OFFICERS AND DIRECTORS-AT-LARGE:

Any officer or Board Member may be removed from office by a two-thirds ($\frac{2}{3}$) 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 Conser-

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 or 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 XI — 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.

Section 3. CONSTRUCTION OF VOTE:

The result 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 ($\frac{2}{3}$) 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 position of senior Vice-President, 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.