

KANAWHA STATE FOREST FOUNDATION, INC.  
CHARLESTON, WEST VIRGINIA  
BYLAWS  
(as amended May 4, 2009)

ARTICLE I. AUTHORITY

This Foundation was chartered by a Certificate of Incorporation, dated November 17, 1989, by the Secretary of State of the State of West Virginia, as a charitable, not-for-profit corporation.

ARTICLE II. PURPOSES

The purposes and object for which the corporation is formed are to aid, strengthen and further in every proper and useful way the service of Kanawha State Forest.

ARTICLE III. LIMITATIONS

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

ARTICLE IV. POWERS

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

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

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

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

To have authority to sell, mortgage, pledge, lease or exchange all or any part of the real or personal property or funds of the corporation, unless otherwise specifically provided in its creating instrument, at such prices and upon such terms and conditions as it may deem best; and it may invest and reinvest its funds in any such loans or securities, or in any such real or personal property, as it may deem suitable for the investment of trust funds, although such investments are not approved as investments for trustee under the laws of West Virginia.

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

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

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

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

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

To establish rules, regulations and procedures for the necessary management of all affairs of the corporation in consonance with the laws and regulations described in

Section 501(c)(3) of the Internal Revenue Code of 1954, or acts amendatory thereof or supplementary thereto.

#### ARTICLE V. NAME AND LOCATION

The name of the chartered, not-for-profit, educational corporation shall be THE KANAWHA STATE FOREST FOUNDATION, and its principal office shall be located at or near Kanawha State Forest in Charleston, West Virginia.

#### ARTICLE VI. DEFINITIONS

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

#### ARTICLE VII. BOARD OF DIRECTORS

##### Sections 1a. Members

The Board of Directors shall consist of not fewer than ten (10) voting directors.

Directors in the following categories in this section shall be eligible to attend meetings of the Board of Directors and to participate fully therein, but shall be non-voting members:

##### Section 1b. Honorary Directors

The Board, through the Committee on Directors, may elect from time to time selected persons as Honorary Directors who, because of their position and/or prestige may reflect honor upon the Foundation and its purpose, but who shall not have served as active directors.

##### Section 1c. Directors Emeriti

The Board, through the Committee on Directors, may elect from time to time selected persons as Directors Emeriti who have served with distinction as active members of the Board.

##### Section 1d. Ex Officio Members

The Board, through the Committee on Directors, may elect from time to time select persons to serve and to meet with the Board and/or its committees.

## Sections 2. Terms

Elected directors shall serve terms of five (5) years and shall be eligible to serve no more than three (3) consecutive terms.

## Section 3. Vacancies

The Board may from time to time fill vacancies caused by regular ending of a member's term, death, resignation or other cause, upon recommendation of the Committee on Directors. Elections to fill such vacancies, other than those caused by the regular expiration of a director's term shall be for the remainder of the unexpired term which the vacancy exists; and if the remainder of the term is for more than one (1) year, then said remainder shall count as a full term in determining eligibility for re-election.

## Section 4. Class of Members

To facilitate the orderly rotation of members, there shall be five (5) classes of members arranged as evenly as possible so that one-fifth will come to the conclusions of five-year terms each year. For purposes of the initial Board of Directors, there shall be one-fifth of the Board in serve a one year term; one-fifth to serve a two year term; one-fifth to serve a three year term; one-fifth a four year term; and one-fifth to serve a five year term.

## Section 5. Removal

Those active members who are physically absent from three (3) consecutive meetings of the Board, without explanation satisfactory to the Board, will be deemed to have resigned.

## Section 6. Compensation

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

## Section 7. Elections

New directors shall be elected at the annual meeting of the membership of the entire Foundation from a list of nominees prepared by the Committee on Directors. Members of the Executive Committee and members of the Committee on Directors shall be elected at the first meeting of the directors after the annual meeting of the general membership.

### Section 8. Executive Session

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

### Section 9. Conflict of Interest

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

## ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

### Section 1. Regular

The Board shall meet at least four (4) times each year.

### Section 2. Annual

The first meeting following the annual general membership meeting each year shall be the annual meeting of the Board.

### Section 3. Special

The Chairman may call special meetings, and shall call a special meeting upon the written request of any three (3) directors. The purpose(s) for such meetings shall be announced at the time of the call.

### Section 4. Notice

Notice of all meetings of the Board shall be mailed to members at their respective last known addresses at least seven (7) days before any regular or special meeting.

### Section 5. Waiver of Notice

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

#### Section 6. Quorum

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

#### Section 7. Indemnity

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

### ARTICLE IX. OFFICERS AND DUTIES

#### Section 1. Officers

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

#### Section 2. The Chairman

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

The Chairman shall appoint all standing and ad hoc committees of the Board annually, subject to the approval of the majority of the members of the Board, after receiving recommendations of the Committee on Directors.

#### Section 3. The Vice-Chairman

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

#### Section 4. The Secretary

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

#### Section 5. The Treasurer

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

#### Section 6. The Executive Director

An Executive Director shall be chosen by the Board to serve during the pleasure of the Board. The Executive Director shall be the chief operating officer of the Foundation. He shall be chief staff officer of the Board and all Board Committees. With the approval of the Board, the Executive Director shall designate a member of the executive staff who shall assume the duties and responsibilities of the Executive Director in the latter's absence, and who shall be authorized to perform all duties attending that office.

#### Section 7. Election and Terms

The Chairman, Vice-Chairman, the Secretary and the Treasurer, shall be elected at the annual meeting of the Board. The officers so elected shall serve for a term of one (1) year and until the successors are elected and qualified.

#### Section 8. Bond Assurance

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

#### Section 9. Incapacity

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

#### Section 10. Authority to Function

The Chairman, Vice-Chairman, Secretary and Treasurer shall initiate and/or implement the ordinary and reasonable daily business of the foundation as prescribed in these Bylaws and/or by authorized resolution of the Executive Committee and/or the Board. Acting individually or in concert, they shall have the authority to bind the Foundation by contract in the carrying on of such business as authorized, or other ordinary and reasonable business, to the gross amount of Twenty-five Thousand Dollars (\$25,000), but subject to approval within forty-eight (48) hours by the Executive Committee. If deemed necessary and desirable, members of the Executive Committee may be polled by telephone to authorize such action.

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

## ARTICLE X. FISCAL MANAGEMENT

### Section 1. Business Manager

The Board may appoint a Business Manager with such qualifications as to assure the carrying out of the provisions of these Bylaws in a prompt and prudent manner.

### Section 2. Reports

The Business Manager may provide comprehensive and explicit reports of all receipts, disbursements, transactions and end-of-period balances to the Resource Management Committee and at each quarterly meeting of the Board.

### Section 3. Receipt of Assets

Upon receipt of notification of receipt of new assets or the desire for the transfer of existing assets, the Business Manager shall proceed in accordance with policy and procedure recommended by the Resource Management Committee and approved by action of the Board.

### Section 4. Inventories

The Business Manager shall maintain a complete and current inventory of all fiscal and financial assets.

### Section 5. Investments

The receipt, holding, transfer, accounting and custodianship of securities shall be in accordance with the provision of these Bylaws, and with policies and procedures recommended



by the Resource Management Committee as approved by action of the Board; and this corporation may, in its discretion, employ and retain proper counselors, experts, advisers and investment advisers with discretionary investment powers, to counsel with, advise and aid the Resource Management Committee and the Board in the proper receipt, holding, transferring, accounting and maintenance of securities; and this corporation, in the investment of such securities, shall not be limited to those investments by fiduciaries under the laws of the State of West Virginia or otherwise.

#### Section 6. Disbursements

The Business Manager shall disburse funds only upon due authorization by vouchers to the gross amount of \$500.00 or larger amounts authorized by written directives or resources governed by these Bylaws, or approved by the Board. Authorization shall include checks, securities and other financial instruments as well as deeds, trust agreements, contracts, leases, licenses, and other financial devices.

#### Section 7. Audit and Inspection

There shall be at least an annual audit of all books, records and transaction documents by an independent auditor or as directed by the Resource Management Committee. All records, books and transactions shall be available for inspection by any voting member of the Board upon request.

#### Section 8. Business Policies

The policies and procedures approved by the Board which govern general and specific business operations, shall be placed in a policy manual independent of these Bylaws and maintained as current standard operating procedures.

### ARTICLE XI. COMMITTEES

#### Section 1. General

The Foundation shall function through standing, *ad hoc*, and other committees.

Committees shall be appointed annually by the Chairman of the Board subject to the approval of the Board. Chairmen and members of each standing committee shall be selected from among voting members of the Board. The chairmen of standing committees may, with the approval of the Board Chairman and a majority of members of the respective committees, invite non-Board members to assist their respective committees.

The chairmen shall assure that the discussions and actions of their committees are properly recorded and promptly distributed to members of respective committees, to the Executive Committee and to the Board as appropriate.

Each committee shall meet at least quarterly. The Chairman may designate a staff person for each committee.

## Section 2. Standing Committees

These committees shall include the Executive Committee; the Committee on Directors; the Resource Management Committee; the Resource Development Committee; and such other standing committees as the Board may from time to time create.

### Section 2a. The Executive Committee

The committee shall consist of all officers of the Board and the chairmen of committees in ARTICLE XI, Section 2 above. The Chairman of the Board shall be chairman of this committee. The committee shall have general responsibility to exercise the power and authority of the Board between meetings of the Board, such actions to be reported and discussed at the next meeting of the Board.

The committee shall have specific duties of general Foundation management oversight and evaluation, personnel appointment and evaluation and budget approval.

The committee shall not act on matters properly the responsibility of standing committees for review, study and recommendation to it and/or to the Board, except in emergencies of consequence to the Foundation generally.

### Sections 2b. The Committee on Directors

This committee may have the responsibility:

To assess continually and to appraise Board organization, operation, membership and attendance to insure maximum effectiveness, and to make such recommendations from time to time as, in its judgment, will help to accomplish the objectives of the Board;

To maintain a director candidate list through a constant search and to identify individuals best able to serve the foundation at the director level;

To prepare and to maintain a program of orientation for new directors;

To make nomination for membership on the Board and for such offices and committees as required in the Bylaws and Orders of the Foundation.

The committee shall consist of not fewer than three (3) persons.

#### Sections 2c. Resource Management Committee

During the interval between the meetings of the Board of Directors, this committee shall have the power to authorize the investment or reinvestment of funds of the Foundation, or to invest or reinvest them; to direct the purchase, sale or exchange of securities and property of the Foundation, excepting, however, property used for the support of the Foundation's executive functions; to employ and retain agents, consultants, counselors, experts, investment counselors, investment advisers with discretionary investment powers, financial advisers and other special counsel related to the performance of these duties; and to cause an examination to be made annually of the books and accounts of the Foundation by an independent auditor selected by the Board on the recommendation of the committee. The chairman of the committee shall report the results of such audit to the Board. Any action of the Resource Management Committee shall be submitted for the review and approval of the Board of Directors.

The committee shall consist of at least three (3) members.

#### Section 2d. Resource Development Committee

This committee shall be responsible for the creation, implementation and evaluation of all programs and personnel in the communication, fund raising and office support functions.

The leadership required for stimulating increased and continuous philanthropic support from the private sector shall begin with and continue under the auspices of this committee, including all volunteers, committees and special groups among all constituents. Programs for annual, special capital and estate and planned gift support shall be sustained.

#### Section 3. Ad hoc Committee

From time to time the Chairman, the Executive Committee, and chairmen of standing committees may appoint special, one-purpose, *ad hoc* committees for a limited specified period of study or service.

#### Section 4. Other Committees

The Board may provide for such other committees as may be deemed needful and may determine the selection of members thereof and prescribe their duties.

### ARTICLE XII. GIFT POLICY

#### Section 1. Acceptance

All gifts shall be accepted subject to the approval or confirmation of the Board or of the Executive Committee. Such transfers of assets not considered ordinary shall be deferred until advance approval of the Board is obtained.

#### Section 2. Limit to Payouts

All gifts which require the payment of annuity amount or other charge from the funds or resources of the Foundation shall be made only from the income and/or principal of the transferred assets itself.

#### ARTICLE XIII. SEAL

The seal of the Foundation shall consist of a circular die with the name of the Foundation around the outer edge and the word "SEAL" in the center thereof.

#### ARTICLE XIV. MEMBERSHIP

Any person without regard to race, color, national origin, religion, sex or age may become a general member of the Foundation by paying such annual dues as may be established from time to time by the Board of Directors. The amount of dues as of the adoption of the Bylaws shall be Fifteen Dollars (\$15.00) per person per annum.

The general membership shall meet annually immediately preceding the last meeting of each calendar year of the Board of Directors. A quorum for the annual meeting of the general membership shall consist of the number of regular dues-paid members present at such meeting. Advance notice of the annual meeting shall be printed in the Foundation newsletter The Forest Friend and mailed to the general membership not less than two weeks before the date of such meeting.

#### ARTICLE XV. AMENDMENTS

These Bylaws may be altered, amended, repealed, or added to by a majority vote of the Board at any regular or special meeting provided such amendment has been published in The Forest Friend and mailed to the general membership not less than two weeks before such meeting.

#### ARTICLE XVI. FISCAL YEAR

The fiscal year of the Foundation shall be January 1 through the following December 31.

#### ARTICLE XVII. ROBERT'S RULES OF ORDER

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

### **Standing Resolution**

NOTE: The statement below should be inserted in all Foundation brochures for the walks and any other event the Foundation sponsors:

#### **“Responsibility for Safety”**

There are certain risks which are inherent in any walk or other Foundation sponsored activity. Any participant in these walks and activities agrees to accept personal responsibility for his or her safety and the safety of minors accompanying such persons. The Foundation can not ensure the safety of any participant in any of the activities sponsored by the Foundation. In participating in the Foundation's events, each person agrees to hold harmless and free from any blame to the walk leaders, and the Foundation, its officers and members for any accident, injury, or illness which may be sustained from participating in any of the walks or other activities sponsored by the Foundation.