BYLAWS

of

WEST VIRGINIA STATE PARKS FOUNDATION, INC.

ARTICLE I. AUTHORITY

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

ARTICLE II. PURPOSES

The purpose of the West Virginia State Parks Foundation, Inc. is to preserve, protect and enhance parks, forests, trails, and other properties managed by the Parks Section of the West Virginia Division of Natural Resources, by providing leadership in communication, funding, and advocacy in partnership with other organizations supporting park-like DNR properties and/or natural areas.

ARTICLE III. LIMITATIONS

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

ARTICLE IV. POWERS

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

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

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

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

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

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

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

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

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

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

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

ARTICLE V. NAME AND LOCATION

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

ARTICLE VI. DEFINITIONS

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

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Members and Directors

a. The Members of the Foundation shall be the support organizations appointed by the Chief of the State Parks Section ("Chief"). The Chief shall select one support organization for each State Park, State Forest, State Wildlife Management Area, and State Trail. The support organization must be qualified to support the entity represented pursuant to qualifications established by the State Parks Section. Each member, once designated, shall continue to be the member unless and until a different qualified support organization is designated by the Chief for good cause.

b. The Board of Directors shall consist of one designated representative or proxy from each established and dues paying Member. Each Member is responsible for designating the person from its organization who will serve on the Board of Directors and shall advise the Foundation's Secretary of the Director's name and contact information no later than the beginning of each year's annual meeting. A Director's term of office shall be one year and there are no restrictions on consecutive terms. In order to be entitled to vote at any meeting, a Member must have paid the Foundation's annual membership dues prior to the meeting. The dues will initially be $20.00 per annum but may be changed by a majority vote of the Board of Directors

c. In addition to the Directors representing Members, the Board of Directors can also have up to three additional Board seats to be occupied by individuals who are not members of support organizations designated by the Chief. Individuals who occupy any such additional seats created by the Board shall be nominated by the Executive Committee and approved by the Board. . These Directors will not be eligible to serve as officers. They will serve annual terms with no restriction on consecutive terms.

d. One ex-officio, non-voting Director from the State Parks Section may be appointed annually by the Chief or his designee.

Section 2. Terms

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

Section 3. Vacancies

Any Board vacancy through regular ending of a member's term, death, resignation or other cause must be filled by the Member who designated the director. Notice of the identity of and contact information for the new Director is to be provided in writing to the Foundation's Secretary upon selection. Until such time as the Member designates a successor, the Board seat shall be considered to be non-existent for all purposes, including voting, discussions, and determining a quorum.

Section 4. Compensation

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

Section 5. Executive Session

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

Section 6. Conflict of Interest

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

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings

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

b. Business of Annual Meeting: The business of the annual meeting of the Board of Directors shall be approval of minutes of the prior meeting; the election of officers; the rendering of the annual reports of the Treasurer, President, Executive Director, and any committee reports; approval of an annual budget; and the transaction of such business as may properly come before the meeting.

c. Special Meetings: Special meetings of the Board of Directors may be held at any time upon the call of the President or upon request of one-fourth of the Directors. The purpose for such meetings shall be announced at the time of the call. Virtual meetings are permitted for all except the annual meeting.

Section 2. Notice

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

Section 3. Waiver of Notice

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

Section 4. Quorum

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

Section 5. Indemnity

The Foundation shall indemnify and save harmless each and every director, the Executive Director, and their 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, the Certificate of Incorporation of the Foundation, or authorization of the Board of Directors.

ARTICLE IX. OFFICERS AND DUTIES

Section 1. Officers

The officers of the Foundation shall consist of a President, a Vice-President, a Secretary, and a Treasurer elected from the Board of Director membership. No two offices shall be held by the same person simultaneously with the exception of secretary/treasurer which may be combined. Officers may only have one vote on actions by the Board. The duties and obligations of the officers shall include those set forth below, in addition to such other duties as may be established from time-to-time by the Board.

Section 2. The President

The President of the Foundation, as chief officer thereof, shall preside at all meetings and perform generally the duties customarily required of such officers subject to direction of the Board.

Section 3. The Vice-President

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

Section 4. The Secretary

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

Section 5. The Treasurer

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

Section 6. Election and Terms

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

Section 7. Bond Assurance

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

Section 8. Incapacity

In the event of the absence, disability, or resignation of any officer, or for any other reason that the Board may deem sufficient, the remainder of the Executive Committee may delegate for the time being, in whole or in part, the powers or duties of such officer to any other officer or to any other person otherwise qualified to perform the required duties until such time as the absence or disability is removed or the election of a new officer at a special or annual meeting of the Board.

Section 9. Authority to Function

The Executive Committee shall initiate and implement the ordinary and reasonable daily business of the Foundation as prescribed in these Bylaws or as authorized by the Board by vote, as a budgeted expense, or by policy. Acting individually or in concert, they shall have the authority to bind the Foundation by contract in the carrying on of such business. The Executive Committee shall have the further power, by majority vote, to bind the Foundation by contract in carrying on the other ordinary and reasonable business of the Foundation, up to the gross amount of $5,000.00 annually. If deemed necessary and desirable, the Executive Committee may be polled by telephone or email to authorize such action.

The officers and Executive Committee shall have no authority to bind the Foundation by contract relating to the extraordinary business of the Foundation including but not limited to the execution of notes or deeds of trust; the transfer of funds; the purchase or sale of unusual supplies, equipment or property; or the disposition of property or devices not implied by the nature of the transaction as extraordinary.

ARTICLE X. FRIENDS OF THE WEST VIRGINIA STATE PARKS FOUNDATION

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

ARTICLE XI. FISCAL YEAR

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

ARTICLE XII. COMMITTEES

Section 1. Committees The Foundation may function through standing, ad hoc or other committees. Committee members shall be appointed by the President and selected from among voting members of the Board. The committee chair may, with the approval of the Executive Committee, invite non-Board members to assist a committee.

Section 2. Standing Committees

The standing committees shall consist of the Executive Committee, chaired by the President, and the Financial Committee, chaired by the Treasurer. The Board of Directors may from time-to-time establish additional standing committees. The individuals chairing such standing committees shall be voting or ex-officio members of the Board of Directors.

a. Executive Committee

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

b. Financial Committee

The Financial Committee shall consist of at least three persons, including the chair. During the interval between meetings of the Board of Directors, the Financial Committee shall have the power to implement the financial policies of the Board; authorize the investment or reinvestment of funds of the Foundation; to direct the purchase, sale or exchange of securities and similar property of the Foundation, excepting, however, real property and property used for the support of the Foundation's executive functions; and 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 recommend fiscal policies for adoption by the Board.

Section 3. Ad Hoc Committees

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

ARTICLE XIII. AMENDMENTS

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

ARTICLE XIV. DISSOLUTION

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

ARTICLE XV. ROBERT’S RULES OF ORDER

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

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Revision History:

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

April 27, 2026 Numerous changes:

- Broaden the definition of organizations that are eligible for membership and define the procedure for determining an organization's Foundation representative.

- Eliminate the two Directors appointed by the Governor and add three at-large Directors approved by the Directors.

- Make the DNR appointment of an at-large director optional.

- The Foundation's Officers will determine the date and location for the annual meeting.

- Except for the annual meeting, meetings can be virtual and voting done by email.

- Added the Executive Director to the list of personnel who are exempt from liability.

- Define the four officers and state that no person may have more than one vote.

- Clarify when the Offices may delegate functions and responsibilities and the ability of the officers to function.

- Revise and clarify the how committees are formed. and create the Executive Committee and Financial Committee as standing committees.

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