

SOUTHERN WEST VIRGINIA PREPAREDNESS PARTNERSHIP BYLAWS

ARTICLE I: NAME & LOCATION

SECTION 1. NAME

The legal name of this organization (or Corporation) shall be the Southern West Virginia Preparedness Partnership, a not for profit corporation incorporated in West Virginia, hereinafter referred to as the “SWVPP.”

SECTION 2. LOCATION

The principal office of the SWVPP shall be located at 409 South Kanawha Street, Beckley, WV 25801, or in such other place as may be determined by the Board of Directors, or as the affairs of the SWVPP may require from time to time.

ARTICLE II: MISSION & BENEFITS

SECTION 1. MISSION

The SWVPP mission is to foster and promote a sustainable public/ private partnership that gives our region the ability to mitigate, prepare for, respond to, and recover from disasters.

SECTION 2. BENEFITS

The purposes for which the SWVPP has been organized are:

- 1) Assist the public sector in understanding private sector requirements and resources.
- 2) Help obtain the commitment of the private sector to become a part of the overall community emergency response planning process.
- 3) Enhance communication between the public and private sectors prior to an incident, informing them of available resources.
- 4) Heighten awareness that the private sector may not be able to control everything and may need to involve the public sector during recovery.

- 5) Provide the private sector with community contacts and develop an understanding of the support available from the public sector.
- 6) Develop recognition of how the loss of one business may affect and impact other businesses in the community.
- 7) Create an understanding of why rapid business resumption is important and what basic community infrastructure may be needed to support business resumption following a disaster.
- 8) Develop an accurate understanding of public sector resources and private sector responsibilities until public support is available.

ARTICLE III: MEMBERSHIP TYPES

SECTION 1. INDIVIDUAL MEMBERSHIPS

- A. Individual memberships may be representatives from the private or public sector who wish to engage in SWVPP's activities of fostering and promoting a sustainable public/private partnership.
- B. The Board of Directors shall establish the categories and annual dues for individual memberships.
- C. Each category of membership shall be entitled to one vote. All members in good standing may vote at any special or General Membership meeting.

SECTION 2. BUSINESS AND ORGANIZATIONAL MEMBERSHIPS

- A. Businesses and Organizations in the community wishing to support or promote emergency preparedness are eligible for membership.
- B. Businesses and Organizations are entitled to one vote at any special or General Membership meeting.
- C. The Board of Directors shall establish the annual dues for businesses and organizational memberships.

SECTION 3. BOARD OF DIRECTORS

- A. The business of the SWVPP shall be governed by the Board of Directors.
- B. The Board shall meet once monthly to develop a program for the general membership meeting. Dates for meetings shall be preset except for the month of June when the annual membership meeting shall be considered a meeting of both the Board and the General Membership.
- C. Special meetings may be called by the Chairman, executive board or five members of the Board with a minimum of five days telephonic or e-mail notice to the rest of the Board.

ARTICLE IV: MEETINGS

SECTION 1. MEETINGS

- A. The SWVPP shall meet at least annually.
- B. The date, time, and place of the meetings shall be established by the Board.

SECTION 2. MEETING NOTICE

- A. Notice of meetings shall be provided to Members at least one week before the meeting.
- B. Notice shall include the date, time, and place of the meeting, the meeting agenda, and any items to be voted upon by Members.
- C. Notice of meetings shall be provided to Members in writing, electronically, by facsimile or by email.

SECTION 3. ORGANIZATION AND ACTION

- A. The elected Chair shall preside at meetings of the SWVPP.
- B. The Recording Secretary or a designee takes attendance and keeps meeting minutes.

C. The meetings and proceedings of the SWVPP shall be regulated and controlled according to Robert's Rules of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.

D. Unless otherwise specified in these Bylaws, action of the membership requires the affirmative vote of a majority of the voting Members present.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP AND POWERS OF THE BOARD

The SWVPP shall be governed by its Board. The Board shall review the mission and policies of the SWVPP and shall oversee the day-to-day business of the SWVPP.

SECTION 2. NUMBER QUALIFICATIONS AND TERM OF OFFICE OF DIRECTORS AND OFFICERS

A. The Board of Directors shall consist of the elected Directors and Officers from the membership of the SWVPP. The Board shall be composed of up to 15 members.

B. The Officers shall be Chairman, Vice Chairman, Secretary and Treasurer, The Officers shall be nominated from the Board of Directors and elected by the General Membership at the annual General Membership Meeting.

C. The term of all Officers of the Board of Directors shall be three (3) years. There is no limit on the number of terms that an individual may serve as an elected Director or Appointed Officer. Each year one third of the Board of Directors shall be elected/re-elected by the General Membership at the annual General Membership Meeting after the initial term.

D. In the event that an Officer resigns mid-term or is unable to complete his/her term, the Board of Directors with input from the nominating committee, shall appoint an acting Officer to complete the remainder of the un-expired term.

SECTION 3. ELECTION AND DUTIES OF DIRECTORS AND OFFICERS

A. Election of Directors and Officers for positions with expiring terms shall occur at the annual General Membership Meeting.

B. A three member Nominating Committee shall be appointed by the Chairman of the Board. The Nominating Committee, chaired by the Vice Chairman, shall present a slate of Directors not less than 45 calendar days prior to the election meeting.

C. A representative of the Nominating Committee will contact each person nominated prior to the election meeting to confirm the nominee's willingness and ability to serve.

SECTION 4. DUTIES OF ELECTED OFFICERS

A. Officers of the SWVPP are the Chairman, Vice Chairman, Secretary and Treasurer.

B. The Chairman shall preside at all meetings of the General Membership, Board of Directors and the Executive Committee, and perform all such other duties as ordinarily pertain to the office of the Chairman.

C. The Vice Chairman shall perform the duties of the Chairman in the absence or disability of the Chairman and shall perform such other duties as may be assigned by the Chairman. Upon the expiration of the Chairman's term, the Vice Chairman shall be nominated to assume the office of Chairman at the annual General Membership Meeting.

D. The Secretary performs the duties of SWVPP. This includes: maintaining official records of all SWVPP's activities, maintaining and distributing member lists, keeping and distributing minutes of all meetings of the General Membership, Board of Directors, and the Executive Committee, as well as keeping records of elections. The Recording Secretary also provides prior notice of meetings to all members, receives and tallies attendance, and provides administrative support to the Board.

E. The Treasurer maintains and accounts for the finances of the SWVPP. This includes: overseeing all financial matters, reviewing the budget, maintaining SWVPP checking/savings account(s). The Treasurer receives all SWVPP funding (donations, grants, payments) and makes all SWVPP disbursements, with approval of the Board or Executive Committee and according to written policies or procedures established by the Board. The Treasurer completes and files all necessary State and Federal financial documents require by law or regulation. The

Treasurer also chairs the Finance Committee.

SECTION 5. REMOVAL OF OFFICERS OR DIRECTORS

Any Officer or Director may be removed by the Members, with or without cause, at any time.

SECTION 6. RESIGNATION

Any Officer or Director may resign at any time by giving written notice.

SECTION 7. VACANCIES

A. If a Directors' position is vacated, the Board of Directors shall fill the vacancy for the remainder of the term.

B. A vacancy on the Executive Committee shall be appointed by the Board of Directors.

SECTION 8. PROXIES

No proxies shall be allowed for any business of the Board.

SECTION 9. QUORUM AND ADJOURNED MEETINGS

A majority of the voting Board members shall constitute a quorum for the transaction of business.

SECTION 10. COMPENSATION

A. Board members shall receive no compensation for their services provided to the SWVPP in their capacity as Board members. Nothing herein shall be construed to preclude any Board member from serving the SWVPP in any other capacity and receiving compensation therefore.

ARTICLE VI: GENERAL COMMITTEES

SECTION 1. PARTICIPATION ON COMMITTEES

All members of the Board of Directors shall serve on at least one committee and shall be assigned to a particular committee to serve as Chair of that committee and liaison to the Board.

SECTION 2. STANDING COMMITTEES

A. There shall be a standing Executive Committee. The Chairman is the designated chair of the Executive Committee. The Executive Committee shall be composed of Chairman, Vice Chairman, Secretary, and Treasurer.

B. The Executive Committee shall advise and recommend agenda items, recommend grant guidelines, develop long-range strategies for planning, and operate affairs of the SWVPP.

C. The Executive Committee shall meet periodically, as deemed necessary by the Chairman. At least three (3) members of the Executive Committee must be present at a meeting to constitute a quorum.

SECTION 3. NOMINATING COMMITTEE

A. There shall be a standing Nominating Committee appointed by the Chairman and chaired by the Vice Chairman. In accordance with these Bylaws, this committee will be responsible for managing all aspects of SWVPP elections, including but not limited to nomination of candidates, voting, resolution of election protests, and reporting election results.

B. The Nominating Committee shall develop an Orientation Plan for new Board members, as well as a list of Board member responsibilities.

SECTION 4. FINANCE COMMITTEE

A. There shall be a standing Finance Committee. The Treasurer is the designated chair of the Finance Committee.

B. The Finance Committee shall work with the Executive Committee and Chairman of SWVPP in the preparation of the annual budget, shall review the

finances of the SWVPP on a regular basis, and shall make recommendations to the Board of Directors. The Chairman shall select additional committee members from the Board and General Membership.

C. The Finance Committee will review the books and records at the end of each fiscal year and report to the Board of Directors.

SECTION 5. PROGRAM COMMITTEE

There shall be a standing Program Committee. The Program Committee will work with the General Membership and the community at large to explore opportunities for new and continuing programs of interest to present to our membership.

SECTION 6. FUNDRAISING COMMITTEE

A. There shall be a standing Fundraising Committee.

B. The Fundraising Committee shall be charged with suggesting and helping to implement fundraising, as needed by the SWVPP.

C. All members of the Board are expected to participate in fundraising activities, not just members of the Fundraising Committee.

SECTION 7. MEMBERSHIP COMMITTEE

A. There shall be a standing Membership Committee. In accordance with these Bylaws, the Membership Committee shall be charged with identifying and recruiting new members (individuals, organizations, businesses).

B. The Membership Committee will also survey members regularly regarding the SWVPP and its activities.

SECTION 8. AD-HOC COMMITTEES

A. The Chairman may appoint ad hoc committees from the Board of Directors and General Membership as circumstances warrant, or as directed by the Board of Directors or the General Membership.

B. Ad-hoc committees may be established for a specific time-limited purpose (i.e. committee to incorporate the SWVPP), for a specific non time-limited purpose (i.e.

overseeing the SWVPP website), or for a general purpose (i.e. managing the SWPP's communications).

C. When an ad-hoc committee is established for a time-limited purpose, the Board will identify the expected result and timeline for the committee's work.

ARTICLE VII: FINANCES, RECORDS, AND CONTRACTUAL POWERS

SECTION 1. FISCAL YEAR

The fiscal year shall be based on July 1 to June 30th.

SECTION 2. CONTRACT EXECUTION

With the prior approval of the Board of Directors, the Chairman and/or the Treasurer is authorized to execute Contracts and other instruments. In addition, the Board, except as provided otherwise in these Bylaws, may authorize other Officer(s), in the name of and on the behalf of the SWVPP, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but unless so authorized by the Board or expressly authorized by these Bylaws, no additional person(s) shall have any power or authority to bind the SWVPP to any contract or engagement or to pledge its credit or to render it liable for any amount of money for any purpose.

SECTION 3. LOANS

No loans shall be contracted on behalf of the SWVPP unless specifically authorized by the Board.

SECTION 4. CHECKS & DRAFTS

All bank checks, drafts or other orders for payment of money out of the funds of the SWVPP, and all other financial drafts or evidences of SWVPP indebtedness shall require two (2) of the following signatures: Treasurer, Chairman, Vice Chairman, or Secretary.

SECTION 5. DEPOSITS

All funds of the SWVPP not otherwise employed shall be deposited from time to

time to the credit of the SWVPP in banks, trust companies, or other financial depositories, as selected by the Board.

SECTION 6. BOOKS AND RECORDS

There shall be kept at the office of the SWVPP the following documentation: (1) correct and complete books and records of account, (2) minutes of the proceedings of the SWVPP, the Board of Directors, and the Executive Committee meetings, (3) a current list of the Directors and Officers of the SWVPP and their contact information, (4) a list or record containing the names and contact information of all SWVPP members, (5) a copy of these Bylaws, (6) a copy of the Articles of Incorporation, (7) copies of all documents filed on behalf of the SWVPP with the United States Internal Revenue Service for the five most recent years, and (8) a copy of the SWVPP's application to the IRS for determination of tax exemption, with the resulting IRS determination letter.

ARTICLE VIII: DISSOLUTION

SECTION 1. DISSOLUTION OF ORGANIZATION/ CORPORATION

A. Upon the dissolution of the SWVPP, assets shall be distributed for one or more exempt purposes within the mean of section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

B. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX: BYLAW AMENDMENTS

SECTION 1. AMENDMENTS BY BOARD RECOMMENDATION

A. The Board may recommend amendment(s) of the Bylaws by majority vote of all eligible voting members of the Board.

B. The Board shall provide notice of the proposed amendment(s), to the membership at least one week prior to a meeting where the members are expected

to vote on such amendment(s).

C. Notice shall include a list of the proposed amendment(s), a full marked-up copy of the Bylaws with proposed additions underlined and proposed deletions stricken through, any additional explanatory information the Board feels appropriate, and the date, time, and location for the membership meeting at which the Bylaws will be voted on.

D. Notice shall be provided to members in writing, electronically, by facsimile, or by email.

E. At the membership meeting designated by the Board for the vote, members may discuss the amendment(s) as presented by the Board and may vote to either accept or reject the Board's recommended amendment(s). At this meeting, members may not modify the recommendation(s) of the Board.

F. If the members act to approve the proposed amendment(s), the amendment(s) to the Bylaws become effective immediately.

ARTICLE X: PARLIAMENTARY AUTHORITY

SECTION 1. ROBERT'S RULES OF ORDER

A. Robert's Rules of Order shall be the parliamentary authority at all Board of Directors and General Membership meetings.

B. Robert's Rules of Order shall be the parliamentary authority on all matters not covered by the By-Laws of this organization.

ARTICLE XI: GENERAL

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the full extent authorized by law, the SWVPP shall indemnify any person made, or threatened to be made, a party in any action or proceeding whether civil or criminal, by reason of the fact that the person, his/ her testator or intestate is or was a Director, Officer, or Board Member of the SWVPP or served in any capacity at the request of the SWVPP in any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The foregoing shall not obligate the SWVPP to purchase directors' and officers' liability insurance, but should

applicable law permit, the SWVPP may purchase such insurance if authorized and approved by the Board.

SECTION 2. INTERESTED DIRECTORS AND OFFICERS

No contract or other transaction between the SWVPP and one or more of its Directors, Officers, or Board Members, or between the SWVPP and any other corporation, firm, association, or other entity in which one or more of its Directors, Officers, or Board Members are directors, officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director, Directors, Officer, Officers, or Board Members are present at the meeting of the Board or Executive Committee, or of a committee thereof, which authorizes such contract or transaction, or that his/ her/ their votes are counted for such purpose if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or known to the Board or Executive Committee, and the Board authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officer. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Board, which authorizes such contract or transaction.

SECTION 3. INUREMENT/ PRIVATE BENEFIT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No subsequent part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign for any public office. Notwithstanding any other provision of these articles, the SWVPP shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 4. SEVERABILITY

If any provision of these Bylaws or application thereof, to any person or circumstance, is held invalid by a court of law, the remainder of these Bylaws and the application thereof to other persons or circumstances shall not be affected thereby.