

## BYLAWS OF THE WEST VIRGINIA STORYTELLING GUILD, INC.

### ARTICLE 1

#### NAME, SEAL, OFFICE, PURPOSES AND POWERS

1. Name. The name of the corporation is "West Virginia Storytelling Guild, Inc." The corporation is herein after referred to in these bylaws as the "Corporation."
2. Seal. The seal to be here impressed, containing the name of this corporation and the words "Corporate Seal, WV.," is hereby adopted as and for the corporate seal of this corporation. The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.
3. Office. The principal office of the Corporation shall be at the Frank and Jane Gabor Folklife Center located on the campus of Fairmont State University in Fairmont, WV, and its mailing address will be that of the current president of the guild, or in the matters of finance, the current treasurer of the guild.
4. Purposes and Powers. The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation and shall exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in its Articles of Incorporation. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and, regardless of all other provisions of these bylaws relating to its purposes and powers, the Corporation shall be limited to, and shall at all times be operated in accordance with, such purposes and powers that enable it to maintain its status under sections 501(c)(3) and 509(a)(3) of the Code. The Corporation is specifically authorized to receive, hold and administer any contribution, gift, grant, devise, or 'bequest made to it.

1.5 Mission Statement. In accomplishing the purposes of the Corporation, the Board of Directors shall consider at all times to the extent possible this Mission Statement of The Corporation: the mission of the Corporation is to promote, encourage, and preserve as an art form and as a cultural activity stories and storytelling and the historical, oral tradition of stories and storytelling in the State of West Virginia and elsewhere. The mission shall be accomplished by establishing a listing of storytellers in and around the State of West Virginia; producing both print and electronic media communications for storytellers and

the general public; establishing an Internet presence or a website for the dissemination of relevant information on storytelling, storytellers, and events; creating and fostering networking of storytellers in and around the State of West Virginia; and producing and participating in storytelling events including an annual event to be held by the Corporation and at other locations including libraries and schools.

## ARTICLE II

### **MEMBERSHIP**

2.1 Membership. The Corporation shall have two classes of members: voting and nonvoting. The manner of election and the qualifications and rights of the members of each class shall be as set out in this Article II of the bylaws.

2.2 Voting Members. The original Voting Members of the Corporation shall consist of the persons who are so named in the Articles of Incorporation of the Corporation. Thereafter, voting members shall be those individuals who shall pay the annual Membership fee of \$ 15.00 per year or the current membership fee. Voting Members shall have the sole right to vote at any meeting of the members of the Corporation and shall have exclusively all rights and privileges granted to members of non-stock corporations by the laws of the State of West Virginia. The Board of Directors may from time to time increase or decrease the amount of the annual membership fee, but the proper payment of such annual membership fee shall always be a requirement for Voting Members.

2.3 Nonvoting Members. The Board of Directors may from time to time establish such categories and qualifications of Nonvoting Members as it may deem appropriate or advisable, each with such privileges and rights as the Board shall determine.

Nonvoting Members shall have no right to vote on any matter at any meeting of the members of the Corporation and shall not have any rights whatsoever which are given to members of non-stock corporations by the laws of the State of West Virginia, all such rights being reserved to the Voting Members.

## ARTICLE III

### **ACTION BY VOTING MEMBERS**

3.1 Annual Meeting or Action. Annually, on such date as the Board of Directors shall determine, the Voting Members shall meet or otherwise take appropriate action to determine the number of Directors to serve for the following year; to elect Directors of the Corporation, if the terms of any Directors have expired, or if there is a vacancy on the Board of Directors to be filled; and to take such other action as may be appropriate.

3.2 Manner of Acting. Any action by the Voting Members may be taken either in the form of a meeting or by written agreement to corporate action pursuant to West Virginia Code Section 31-1-73(a), as amended.

#### ARTICLE IV

#### **BOARD OF DIRECTORS**

4.1 General Powers. The affairs of the Corporation shall be managed by a Board of Directors.

4.2 Original Board. The original Board of Directors of the Corporation shall consist of the persons who are named in the Articles of Incorporation of the Corporation.

4.3 Number. The number of Directors shall be not fewer than three (3) and not more than seven (7), as may be determined by the Voting Members from time to time.

4.4 Election. Directors shall serve until the next annual meeting of the Voting Members and until their successors are elected and qualified.

4.5 Resignation. Any Director may resign at any time by written notice of such resignation to the Secretary of the Corporation.

4.6 Removal. The Board of Directors may remove any Director, but only for cause. Removal by the Board of Directors shall require the vote of two-thirds of the Directors other than the one whose removal is at issue.

4.7 Vacancies. Any vacancy in the Board of Directors maybe filled for the unexpired portion of a term by the Directors then serving, although less than a quorum, by affirmative vote of a majority thereof. Any Director so elected by the Board of Directors shall hold office until the election and qualification of his or her successor.

4.8 Regular Meetings. A regular annual meeting of the Board of Directors shall be held as soon as practical after the annual meeting or action by the Voting Members provided for in Section 3.1, at such time and place as shall be designated by the President in the notice of the meeting, for the purpose of election of officers, and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution for the holding of additional regular meetings.

4.9 Special Meetings. Special meetings of the Board of Directors may be called

by the President, and shall be called by him or her upon the written request of any two Directors then in office.

4.10 Notice of Meetings. Notice of all meetings of the Board of Directors shall be given by electronic mailing at least three days before the meeting to each Director, but such notice may be waived by any Director. Any business may be transacted at any regularly called meeting of the Board of Directors. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted. The notice of meeting will also include a draft agenda for the purpose of preparing Directors for the purpose of the meeting.

4.11 Quorum. At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director. If a Director can not attend a meeting, he or she may choose to send a proxy to vote on his/her behalf with written instructions.

4.12 Chairman. At all meetings of the Board of Directors, the President, or, in his or her absence, a Vice President, or, in the absence of both, a Chairman chosen by the Directors present, shall preside.

4.13 Compensation. Directors shall not receive any stated salary or compensation for services as Directors, but, by resolution of the Board of Directors, Directors may be paid their expenses of attendance at any regular or special meeting of the Board of Directors. The Board of Directors shall have the power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services. Nothing contained herein shall be construed as precluding any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

4.14 Qualification. Persons nominated for membership on the Board of Directors shall be chosen from among those who have demonstrated a serious interest in the purposes of the Corporation.

4.15 Powers Reserved to Voting Members. Notwithstanding the power and authority of the Board of Directors to manage the affairs of the Corporation, no action which under the laws of the State of West Virginia requires the approval

or vote of the members of a non-stock corporation shall be taken without the written approval of the Voting Members. The following matters some specified by law (but which are not intended to include all such matters specified by law or these bylaws), shall require the approval of the Voting Members:

- a) The amendment or restatement of the Articles of Incorporation;
- b) The merger, consolidation, or dissolution of the Corporation;
- c) The sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the Corporation; and
- d) The selection or removal of the Corporation;
- e) Independent auditor, unless the Voting Members shall delegate/ such action to the Board of Directors.

4.16 Conflicts of Interest. No contract or transaction between the Corporation and any other corporation, firm, association, or entity in which one or more of its directors are Directors or officers shall be either void or voidable because of such relationship or because such director or directors are present at a meeting of the Board of Directors, or a committee thereof, which authorizes, approves, or ratifies such contract or transaction, or because his, her, or their votes are counted for such purpose, if:

- a) The fact of such relationship is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of the interested Directors; or
- b) The fact of such relationship is disclosed or known to the Voting Member and it authorizes, approves, or \*ratifies such contract or transaction; or
- c) The contract or transaction is fair and reasonable to the Corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof, which authorizes, approves, or ratifies such contract or transaction. On any question involving the authorization, approval, or ratification of any such contract or transaction, the names of those voting each way shall be entered on the record of the proceedings.

4.17 Record of the Board. Directors shall cause to be kept a record of its proceedings, which shall be verified by the signatures of the persons acting as Chairman and .Secretary of the meeting, respectively. Any member of the Board of Directors shall have the right to have his or her vote recorded in the minutes of the meeting on any question coming .before the Board if he or she so requests.

## **ARTICLE V OFFICERS**

5.1 Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, as determined by the Board of Directors from time to time, a Secretary, a Treasurer, and such other officers, with such powers and duties not inconsistent with these bylaws, as may be elected by the Board of Directors, including but not limited to, a Chairman of the Board, an Assistant Secretary, and an Assistant Treasurer. Any two offices, except those of President and Vice President, and President and Secretary, may be held by the same individual.

5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. The Chairman of the Board, if there shall be one, and the President shall be members of the Board of Directors, but no other officer need be a Director of the Corporation. Each officer named in this Article shall hold office from the date of his or her election until the next regular annual meeting of the Board of Directors and until his or her successor shall have been elected. Any officer appointed by the Board shall serve at the will and pleasure of the Board of Directors.

5.3 Removal and Resignations. Any officer elected by the Board of Directors may be removed by the Board of Directors if in its judgment the best interests of the Corporation will be served by such removal. Any officer may resign at any time by giving written notice to the President, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

5.5 President. The President shall be elected from among the Directors of the Corporation, and unless the Directors shall elect a Chairman of the Board, shall be Chairman of and shall preside at all meetings of the Board of Directors and of the Executive Committee. The President shall be the chief executive officer of the Corporation and shall have general overall supervision of all the business and affairs of the Corporation. Unless some other officer or agent is specially appointed and authorized for the purpose, the President shall sign the corporate name of the Corporation to all deeds, mortgages, contracts, and other instruments made by the Corporation, except such as are necessary or incidental to the exercise of the powers vested in other officers or agents by the Board of Directors; and, generally, the President shall have and exercise supervision and control over all the business, affairs, and property of the Corporation, and shall perform such duties as are incident to the conduct of its business not otherwise provided for in the bylaws or by action of the Board of Directors.

5.6 Vice Presidents. If one or more Vice Presidents shall be elected, they shall, in the order of their election, perform the duties of the President in his or her

absence or incapacity, and shall have such other powers and authority as may be assigned to them by the Board of Directors, either generally or specially.

5.7 Treasurer. The Treasurer, or an Assistant Treasurer, shall have custody of the Corporation funds and securities, subject to the supervision and control of the President. He or she shall be responsible for keeping full and accurate accounts of receipts and disbursements ,of the Corporation; for the deposit of all receipts and disbursements of the Corporation; for the deposit of all monies and other valuable effects in the name of and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors; for the disbursement of the funds of the Corporation, subject to such regulations as may be prescribed by the Board of Directors; and, in general, for the performance of all duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President or by the Board of Directors.

5.8 Secretary. The Secretary, or an Assistant Secretary, shall have the custody of the minutes book, the corporate seal, and all records and papers of the Corporation, subject to the supervision and control of the President, except such as the Board of Directors may put in the custody of other officers, agents, or employees. Historical documents, including minutes, will be archived in the Folklife Center. He or she shall be responsible for keeping the minutes of all meetings of the Board of Directors and a record of all actions by the Voting Members; assuring that all notices are given in accordance with the bylaws or as required by law; affixing the corporate seal to all documents required to be executed by the Corporation under its seal; and performing such other duties as may be prescribed for him or her by the President or by the Board of Directors.

5.9 Bonds. If required by the Board of Directors, the Treasurer, Secretary, or any other officer, agent, or employee shall give bond payable to the Corporation in such penalty and with such conditions and security as the Board of Directors may approve.

5.10 Compensation. The Board of Directors shall have the authority to fix the compensation of all officers, including those who are members of the Board of Directors.

## ARTICLE VI COMMITTEES

6.1 Establishment. The Board of Directors may establish standing committees or special committees, which shall have such duties, responsibilities and

authority, and shall continue in existence for such period of time, as may be determined by the Board of Directors.

6.2 Appointment to Committees. Unless the Board of Directors shall otherwise determine, the President shall appoint the members of committees and shall designate a chairman, and may designate a vice chairman and secretary for each committee. At least two members of each committee shall be members of the Board of Directors, but other committee members need not be members of the Board of Directors.

6.3 Quorum. Unless otherwise provided by the Board of Directors, a majority of the members of a committee shall constitute a quorum at any meeting of the committee.

6.4 Removal. Any member of a committee may be removed by the President or by the Board of Directors at any time if in his, her, or its judgment the best interests of the Corporation will be served by such removal.

6.5 Minutes. Minutes of each standing committee meeting shall be prepared and copies sent to the Secretary of the Corporation and shall be kept in the regular minute book of the Corporation.

## ARTICLE VII

### **FINANCIAL AND RELATED MATTERS**

7.1 Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the Corporation, in addition to the officers specifically authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Voting of Corporate Stock. Unless the Board of Directors shall otherwise provide, any shares of the capital stock of any other corporation Owned by the Corporation may be voted by the President of the Corporation, either in person or by proxy executed by him or her and given to any other officer of the Corporation, or to any other person or persons, in his or her discretion. The President may vote any such shares on any matter presented for vote to the shareholders of such other corporation as he or she shall deem for the best interests of the Corporation, in his or her discretion, unless the Board of Directors may by resolution provide that any shares of corporate stock of another corporation owned by the Corporation shall be voted by some other officer or person, either generally or at any specified meeting, or upon any specified matter or matters.

7.3 Checks and Notes. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and shall be countersigned by the President, or a Vice President, of the Corporation, unless the banking system requests or prefers only one signature.

7.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

7.5 Books of Account. The Corporation shall keep correct and complete books and records of account, which shall be open to inspection at any reasonable time by the Voting Members or their agents, or by any member of the public. Either the Board of Directors or the Voting Members may designate an independent auditor or accountant to conduct an audit of the books and records of the Corporation, and, in the case of any conflict, the action of the Voting Members shall control.

7.6 Borrowing. No loan shall be, contracted on behalf of the Corporation, and no evidence of indebtedness shall be executed or issued in its name, unless authorized by resolution of the Board of Directors.

7.7 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

7.8 Loans to Officers and Directors. No loan shall be made by the Corporation to any officer or Director of the Corporation. The Directors of the Corporation who vote for or assent to the making of a loan to any officer or Director of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

7.9 Indemnification. It shall be the policy of the Corporation to indemnify any person who serves, or has served, as a Director or officer of the Corporation, or who serves or has served as a director, officer, partner, employee, or agent of any other corporation, partnership, joint venture, trust or enterprise at the request of or at the direction of the Corporation, against expenses (including attorney's fees), judgments, fines, taxes, penalties, interest, and payments in settlement, in connection with any threatened, pending or completed action or

proceeding, and to pay any such expenses in advance of the final disposition of any such action or proceeding, to the full extent contemplated and permitted by West Virginia Code Section 31-1-9, as amended, upon such finding or determination as shall be requisite or appropriate under said section; and the Corporation is specifically empowered and authorized to purchase and maintain, at the expense of the Corporation, insurance on behalf of any such Director, officer, partner, employee, or agent against any liability asserted against him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her under the provisions of said section.

## ARTICLE VIII

### **GIFTS AND FUNDS**

8.1 Restricted Gifts. The Board of Directors shall have the authority to receive and accept any contribution, gift, grant devise, or bequest made exclusively and solely for the benefit of the Corporation, which contribution, gift, grant, devise, or bequest shall be subject to limitation or restriction, as to the use, investment, or distribution of the principal of such contribution or gift or the income from, so long as the same may not be used for any purpose inconsistent with the purposes of the Corporation, as stated in the Articles of Incorporation and these bylaws, and to hold any contribution, gift, grant, devise, or bequest as a separate fund, under any name or designation, either for the general purposes of the Corporation or subject to such limitation or restriction; provided, however, that when and if, in the sole judgment and discretion of the Board of Directors of the Corporation, the limitation or restriction imposed with respect to any such contribution, gift, grant, devise, or bequest, or such fund, shall, no longer be desirable or beneficial, or capable of accomplishment, or shall be or become in any way incompatible with the purposes for which the Corporation is organized, the Board Of Directors may, by vote of four-fifths of the members thereof at the time of such determination, remove, or amend any such limitation or restriction, and may provide that such contribution, gift, grant, devise, bequest, or fund be held and administered henceforth without being subject to such limitation and restriction imposed with respect thereto, or subject only to a part thereof; and when the Board of Directors shall in its sole discretion determine that any separate fund held by the Corporation is of such size or amount that it is impractical to hold the same as a separate fund, the Board of Directors may, by vote of four-fifths of the members thereof at the time of such determination, terminate the existence of such separate fund and transfer the assets thereof to any other separate fund held by the Corporation, or to the general fund or funds of the Corporation. The maker of any contribution, gift, grant, devise, or bequest to

the Corporation, subject to any such limitation or restriction, shall be conclusively deemed to have assented to and accepted, and any contribution, gift, grant, devise, or bequest to the Corporation shall be conclusively deemed to have been made subject to, this provision granting and reserving to the Board of Directors the right and power to remove or amend any such limitation or restriction and to terminate the existence of any such separate fund, and such maker shall be conclusively deemed to have agreed and accepted the provisions of the Articles of Incorporation and the bylaws of the Corporation, both as the same may exist at the time of such contribution, gift, grant, devise, or bequest, and as the same may be thereafter amended.

## ARTICLE IX

### **MISCELLANEOUS**

9.1 Amendments. These bylaws may be amended at any time by the vote or action of the Board of Directors, and in no other fashion.

9.2 Rules of Order. The latest edition of "Robert Rules of Order" shall govern all matters of parliamentary procedure not otherwise specified in these bylaws or the Articles of Incorporation.

## ARTICLE X

### **DISSOLUTION**

10.1 In the event that the Corporation is voluntarily dissolved in accordance with the provisions of the West Virginia Corporation Act, all property of the corporation or the proceeds of liquidation thereof shall be distributed to or for the benefit of The State of West Virginia Division of Culture and History of the Department of Education and the Arts, or any successor thereto. The Board of Directors shall have the power to determine which agency or agencies of the State of West Virginia is or are the successor or successors to said Division if it is no longer in existence. In all events, no part of such property or proceeds of liquidation shall be distributed to any private individual. All records of the Corporation shall be disposed of in the same manner.

Revised this date, May 23, 2018, by unanimous vote of the board of directors for 2018.

Signed by President : RA Mikalena Zuckett

Secretary: Jo Ann Dadisman