

JACKSON COUNTY CHAMBER OF COMMERCE, INC.

BY-LAWS

ARTICLE I - NAME AND OBJECTIVES

Section 1. Corporate Name. This corporation shall be known as the

JACKSON COUNTY CHAMBER OF COMMERCE, INC..

Its principal office shall be located within the corporate limits of Jackson County, West Virginia ("Jackson County").

Section 2. Purposes. The purposes of the operation shall be as follows:

- (a) To promote the economic, industrial, professional, cultural and civic welfare of the Jackson County region.
- (b) To obtain the expansion of existing and the location of new business and industry within an area that will benefit the people, business, and economy of Jackson County.
- (c) To acquire, preserve and distribute industrial, commercial, economic and civic data and information concerning its area of operation.
- (d) To represent its membership in the consideration and solution of local, state and national problems affecting the Jackson County region.
- (e) To do any and all lawful things, and to enter into any agreements or contracts, necessary, helpful, useful or convenient in the accomplishment of any of the aforesaid purposes and objects of this corporation.

Section 3. Non-Partisan. This corporation shall be non-partisan, non-sectarian, and non-political, but it may, by appropriate action, seek changes in public policy which further its objectives. This corporation may acquire, hold, lease, mortgage and own real estate and other property for the use and purposes of the corporation and may lease, erect or purchase a suitable building or buildings for the housing of its offices and the carrying out of its purposes in such manner as may be provided by law.

ARTICLE II - MEMBERSHIP

Section 1. Classification. Membership in the corporation shall be in four classes:

- (a) Subscribing
 - (b) Organizational
 - (c) Individual
 - (d) Honorary
- (a) A SUBSCRIBING MEMBERSHIP shall be any firm, corporation, association, or individual doing business in Jackson County, or individual residing in Jackson County, who shall have made application for active membership in the form approved by, and shall have been elected by, the Board of Directors.
- (b) AN ORGANIZATIONAL MEMBERSHIP shall be any non-profit organization operating in Jackson County, who shall have made application for active membership in the form approved by, and shall have been elected by, the Board of Directors.
- (c) AN INDIVIDUAL MEMBERSHIP shall be an individual having interests in the general welfare and prosperity of Jackson County, who shall have made application for active membership in the form approved by, and shall have been elected by, the Board of Directors. Individual memberships are non-voting memberships.
- (d) AN HONORARY MEMBERSHIP may be conferred to those individuals who have rendered exceptional service to the Jackson County Chamber of Commerce or who have distinction in public affairs and who shall be recognized for such service, in the form approved by the Board of Directors.

Section 2. Voting Members. Each Subscribing Member or Organizational Member may designate a voting member in the form approved by the Board of Directors. Any Subscribing Member may change its voting member at any time, upon written notice to the corporation. Such notice shall be received at least ten (10) days prior to any election or membership meeting.

Section 3. Rights. Each Subscribing Member, Organizational Member and Individual Member, in good standing, shall be entitled to all the privileges of the corporation and shall be eligible for election to the Board of Directors.

ARTICLE III - DUES

Section 1. Dues Schedule. Subscribing and Organizational and Individual Members shall pay annual dues in accord with Schedules adopted yearly by the Board of Directors.

Section 2. Dues Payable. All dues shall be due and payable in advance. Members elected during a fiscal year shall pay dues on a pro-rata basis.

Section 3. Delinquent Dues. If a Member shall fail to pay within three (3) months after date of maturity, they shall be subject to suspension from all rights and privileges of the corporation. Written notice of the delinquency shall be given to the Member by the Treasurer. If said delinquent dues are not paid within ten (10) days after mailing of such notice to the delinquent member, the Treasurer shall report the same to the Board of Directors, which may by resolution drop the delinquent member from the membership role, or take any other action they deem proper.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the members of this corporation shall be held on the second Tuesday of March in each year, or on such other date as the Board of Directors shall determine, and at such hour and place as the Board of Directors shall designate. At such meeting, Directors shall be received, and such other business shall be transacted as shall properly come before the meeting.

Section 2. Regular and Special Meetings. Regular or Special Meetings of the members may be held for any and all purposes. All such meetings shall be held at such time and place and in such manner as shall be determined by the Board of Directors.

Section 3. Notice. The Board shall cause a notice of all general membership meetings to be mailed electronically or by U.S. Mail or by hand delivery to each member in good standing, at least five (5) days prior to the time of the meeting. The notice shall state the general purpose of the meeting and contain a brief outline of the matters to be presented for consideration.

Section 4. Quorum. At all meetings of the general membership, ten percent (10%) of the Voting Members, in good standing, shall constitute a quorum.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Authority. The government of the corporation, the direction of its work, the control of its property, and the control, collection, and expenditure of its funds shall be vested in a Board of Directors.

Section 2. Composition. The Board of Directors shall be composed of a minimum of nine (9) and a maximum of twenty-one (21) persons, no less than three (3) of whom shall be either a resident of or a business representative of the city of Ravenswood, WV, and no less than three (3) of whom shall be either a resident of or a business representative of the city of Ripley, WV. Elected Directors, shall serve staggered terms of three (3) years each, and the initial term shall be determined by lot.

Section 3. Term. Each elected Director shall be elected for a term of three (3) years, and shall hold office during the three (3) years immediately following his/her election and until his/her successor is elected and qualified; during which three (3) years he/she shall remain a member in good standing.

Section 4. Eligibility. Any individual who is a resident of or a business representative in Jackson County shall be eligible for nomination and election to the Board of Directors.

Section 5. Vacancies. Vacancies in the Board of Directors (except as the Director who is the immediate past chairman, and including the failure of members to elect a full board at any annual meeting) shall be filled by the majority vote of the Directors present at any meeting of the Board of Directors, and each person so elected shall be Director until his/her successor is elected by the members. Should a person by reason of death, resignation, incapacity to act, or otherwise cease to be a member of the Board of Directors during his or her term, his or her successor may be chosen by majority vote of the Directors present at any meeting of the Board of Directors.

Section 6. Meetings. The Board of Directors shall meet regularly, at such time and place as shall be determined by the Board of Directors. Special meetings may be held at the call of the Board of Directors, the President or Vice-Vice-President. At least four (4) meetings shall be held annually.

Section 7. Quorum. A majority of the number of members of the Board of Directors in office immediately before a meeting of the Board of Directors begins shall constitute a quorum for the transaction of business. Proxy voting and voting by mail or by electronic mail shall be permitted in a manner determined by the Board of Directors.

Section 8. Responsibility. The Board of Directors shall have responsibility for the following:

- (a) To adopt such rules for the government of the Board of Directors, of the officers, and of the committees, divisions, or task forces, as it may from time to time deem advisable, providing the same are not inconsistent with the by-laws.
- (b) To establish policy relative to actions and positions of the corporation.
- (c) To, in its discretion, engage or employ an Executive Director and such other persons as it deems appropriate for administering the affairs of the corporation, to designate their salary and benefits, and terms of employment, and to prescribe their duties.

ARTICLE VI — ANNUAL ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

Section 1. Nominating Committee. Each year, prior to the annual meeting, the Nominating Committee shall nominate, preferably from representatives of the members of the corporation, as many members to be voted on for the Board of Directors as there are vacancies on the Board of Directors to be filled by election.

Section 2. Election of Board Members. The election of members of the Board of Directors shall be held at the annual meeting of the Board of Directors unless a ballot vote is directed by the Board of Directors. Proxy voting shall be permitted in a manner determined by the Board of Directors. Directors are elected by a plurality of the votes cast by the Voting Members entitled to vote in the election at a meeting at which a quorum is present, or if voting by mail is permitted pursuant to section seven hundred four, article eight of Chapter 31E [§ 31E-7-704] of the West Virginia Code in an election in which the total number of Voting Members who vote is not less than the number required for a quorum.

ARTICLE VII – OFFICERS

Section 1. Officers. The officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected by the Board of Directors. All officers shall be members of the Board of Directors. Such election shall take place at the Annual meeting of the Board of Directors, and such officers shall hold office during the year following their election and until their respective successors shall be chosen. The Board of Directors may also appoint such other officers and assistants with such titles and duties as it deems expedient.

(a) President. The President shall, at the annual meeting of the members and such other times as he/she shall deem proper, communicate to the members or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the corporation, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors. The President shall chair the meetings of the Board of Directors. The President shall be a member of the Board of Directors and be counted, if present, for purposes of establishing a quorum, but shall be a non-voting member of the Board of Directors except in the event of a tie upon a vote taken of the Board of Directors and except in a committee of the Board of Directors. The President is not charged with administrative responsibilities in the management and continuing conduct of this corporation's affairs. Unless otherwise ordered by the Board of Directors, the President shall appoint all committees, and such appointments shall not require approval of the Board of Directors; provided, however, that those persons appointed by the President to the Nominating Committee shall be subject to approval by the Board of Directors.

(b) Vice-President. The Vice-President shall act as President in the absence of the President, and, when so acting, shall have all the power and authority of the President. The Vice-President shall automatically succeed to the office of President.

(c) Secretary. The Secretary, or the Secretary's designee, shall keep a record of the proceedings of this corporation and of the Board of Directors, shall issue notices for meetings of the corporation and of the Board of Directors, and shall keep an accurate list of the members. The Secretary, in the absence of the President and Vice-President of the Board of Directors, shall assume the duties of the President and shall perform such other duties as may from time to time be delegated to him/her by the Board of Directors.

(d) Treasurer. The Treasurer shall have charge of all funds of the corporation. The Treasurer, or the Treasurer's designee, shall send out all notices requiring the payment of fees or other charges, shall collect the same, shall deposit all moneys received by him/her from any source in such bank or trust company as may be designated by the Board of Directors, and shall keep full and accurate accounts thereof and of all other financial matters of this corporation. He/she shall render a full report whenever required by the Board of Directors. The Treasurer's books and accounts shall, at all times, be open to the Board of

Directors and to such persons as the Board of Directors may designate to inspect the same. The funds of this corporation shall be in the hands of the Treasurer and/or of such other officer or agent as the Board of Directors may from time to time designate. The Treasurer shall perform such other duties as may from time to time be delegated to him or her by the Board of Directors or the President.

Section 2. Executive Director. The Board of Directors may also appoint an Executive Director. If appointed, the Executive Director shall exercise general supervision over the affairs of this corporation. The contract sum, salary, fee or other compensation, if any, of the Executive Director shall be determined from time to time by the Board of Directors. The Executive Director shall report to the Board of Directors. The Executive Director shall be the chief administrative officer of the corporation, with responsibility for the management and direction of all programs and activities of the corporation, to the extent authorized by the Board of Directors and functioning within the framework of the policy aims and programs as generally determined by the Board of Directors. The Executive Director shall attend meetings of the Board of Directors and shall be an Ex Officio but non-voting member of all committees except the Financial Review Committee and the Nominating Committee. The Executive Director shall have such other duties as may be prescribed by the Board of Directors and approved by the Members. In the absence of the Executive Director, the duties of the Executive Director shall be assigned by the Board of Directors to such person or persons it deems appropriate.

Section 3. Resignation and Removal. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the Board of Directors agree to a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors at a special or regular meeting for the unexpired portion of the term.

ARTICLE VIII — INDEMNIFICATION

Section 1. Liability. A member of the Board of Directors and a member of the this corporation shall not be personally liable to the corporation for monetary damages for any action taken or failure to take action, as a director or member of the corporation, except liability for: (i) the amount of a financial benefit received by a director or member to which such director or member is not entitled; (ii) an intentional infliction of harm on the corporation; (iii) a violation of section eight hundred thirty-three, article eight of Chapter 31E of the West Virginia Code regarding unlawful distributions; or (iv) an intentional violation of criminal law.

Section 2. Indemnification. A member of the Board of Directors shall be indemnified from “liability,” as such term is defined in section eight hundred fifty, article eight of Chapter 31E of the West Virginia Code, with respect to any action taken, or failure to take any action, as a director, except for liability for: (i) receipt of a financial benefit to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation; (iii) a violation of section eight hundred thirty-three, article eight of Chapter 31E of the West Virginia Code for unlawful distributions; or (iv) an intentional violation of criminal law.

ARTICLE IX — DIVISIONS, COMMITTEES, OR TASK FORCES

Section 1. General Provisions for Committees. There shall be (1) an Executive Committee, (2) a Nominating Committee, (3) a Ravenswood Chamber Committee, (4) a Ripley Chamber Committee and (5) a Financial Review Committee. The President, by and with the approval of the Board of Directors, shall establish such other divisions, auxiliary committees, or task forces from time to time as he/she determines necessary to carry out the programs of the corporation.

(a) Executive Committee. The Executive Committee shall be comprised of the following: the President, the Vice-President the Secretary, and the Treasurer. The Executive Committee shall act for the Board of Directors in the administration of the affairs of the corporation in the interim between meetings. Its acts shall be subject to the approval of the Board of Directors.

(b) Nominating Committee. The Nominating Committee shall be comprised of three (3) to five (5) Voting Members of the corporation appointed by the President with the approval of the Board of Directors.

(c) Ravenswood Chamber Committee. The Ravenswood Chamber Committee shall be comprised of no less than two (2) of the three (3) members of the Board of Directors who are residents of or a business representative of the city of Ravenswood, WV, as appointed by the President, by and with the approval of the Board of Directors, and such other persons each of whom shall be a resident of or a business representative of the city of Ravenswood, WV, as may be appointed by the members of the Board of Directors appointed to the Ravenswood Chamber Committee, by and with the approval of the Board of Directors.

(d) Ripley Chamber Committee. The Ripley Chamber Committee shall be comprised of no less than two (2) of the three (3) members of the Board of Directors who are residents of or a business representative of the city of Ripley, WV, as appointed by the President, by and with the approval of the Board of Directors, and such other persons each of whom shall be a resident of or a business representative of the city of Ripley, WV, as may be appointed by the members of the Board of Directors appointed to the Ripley Chamber Committee, by and with the approval of the Board of Directors.

(e) Financial Review Committee. The Financial Review Committee shall be comprised of the Treasurer and at least two (2) other members of the Board of Directors appointed by the President, by and with the approval of the Board of Directors.

Section 2. Responsibilities. Purposes, duties, and responsibilities shall be specifically designated in notices of appointment of each committee, division, or task force. It shall be the function of each Committee to make investigations, conduct studies, and make recommendations to the President and Board of Directors and to carry out other activities as may be delegated to them by the President of the Board of Directors.

Section 3. Restrictions. No committee, division, or task force shall have the power to commit the corporation or the Board of Directors to any policy or action without having received specific approval from the Board of Directors. Auxiliary Committees, divisions, or task forces shall be discharged by the President when they have completed the work assigned to them.

ARTICLE X — POLICIES

Section 1. General. The policies shall be determined from time to time by the Board of Directors subject always to the action of the members in any regular or special meeting of the members.

Section 2. Board of Directors Approval. No action or statement by any member, committee members, committee, division, employee, director, officer, subsidiary corporation, or affiliated corporation shall be publicly announced, binding upon, or constitute an expression of the policies of this corporation until such action or statement shall have been approved or ratified by the Board of Directors.

ARTICLE XI — FUNDS

Section 1. Disbursements. All funds of the corporation shall be under the direction and control of the Board of Directors. No obligation or expense shall be incurred and no money shall be appropriated or paid out of the general fund without the approval of the Board of Directors. Approval of the budget required by Section 3 of this Article by the Board of Directors, or amendments thereto, shall constitute the approval required by this Section.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

Section 3. Budget. Within thirty (30) days of the fiscal year the Executive Committee shall compile a budget of estimated expenses and revenues for said year and submit it to the Board of Directors for approval.

Section 4. Annual Financial Review. The accounts of the corporation shall be reviewed annually as of the close of business of each year by a Financial Review Committee appointed by the incoming President. Record of the audit shall be maintained in the office of the corporation during regular business hours.

ARTICLE XII — AMENDMENTS

Section 1. Amendments. These bylaws may be amended by a majority of the Voting Members present at any regular or special meeting called for the purpose; or by a majority of the members of the Board of Directors present at any regular or special meeting, providing that a copy of the proposed amendment has been mailed to each member of the corporation or to each member of the Board of Directors at least ten (10) days prior to such regular or special meeting.

ARTICLE XIII — DISSOLUTION

Section 1. General. This corporation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of this corporation. Upon dissolution of this corporation, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic corporations to be selected by the Board of Directors as defined in Section 501(c) (3) or other applicable sections of the Internal Revenue Code.