

WAYNE COUNTY ECONOMIC DEVELOPMENT AUTHORITY
BYLAWS
AS AMENDED
OCTOBER 2022

Name And Legal Entity: The name of the organization shall be Wayne County Economic Development Authority, Inc. Effective 10/19/1994, Wayne County Economic Development Authority Inc. is a non-profit, domestic Public Corporation chartered in the State of West Virginia, as set forth in West Virginia Code Chapter 7, Article 12 et seq. The Laws of the State of West Virginia govern this organization, including but not limited to its Board of Directors, Officers, finances, meetings and members.

Place: The principal location for this organization shall be Wayne, Wayne County, West Virginia.

Purpose: The purpose(s) of this organization is to promote, develop, and advance the prosperity of the citizens of Wayne County, its business and economic climate, and its industrial complex.

Board of Directors:

- A. The Board of Directors shall consist of fifteen (15) members appointed by the Wayne County Commission for staggered three (3) year terms, so that each one-third (1/3) of the directors are appointed or reappointed annually. Board members should be residents of Wayne County or have business interests in Wayne County, and are expected to actively participate in EDA activities. Terms of Directors shall be July 1 through June 30 of the years appointed by the Wayne County Commission. Nomination openings occurring prior to expiration of terms shall be presented to the Board within sixty (60) days of resignation. At a regularly scheduled meeting, a nominee must accept nomination prior to the Board voting on the nomination to send to the Wayne County Commission.

- B. Board member meeting attendance records shall be accurately recorded on a rolling twenty-four month basis and those records shall be included in the monthly meeting minutes. A copy of the attendance records will be forwarded to the Wayne County Commission on an annual basis. Any board member not actively participating in EDA activities shall not be recommended by the board for reappointment by the Wayne County Commission. Active participation is defined as attendance of at least **three (3) meetings in person** of the regularly scheduled board meetings per year, within the definition of attendance. (See Meetings) The President shall inform members when a meeting will be phone in or online participation only due to a health or safety concern and such meeting will be considered a meeting in person.

Associate

Membership: Any resident of Wayne County or person having business or commercial interest in Wayne County is eligible for associate membership upon receipt of annual dues.

Officers:

- A. Officers of this organization shall be President, Vice President, Secretary, and Treasurer. Officers are elected annually and may succeed themselves in office. Elections are held annually in June with terms beginning July 1 after the election.
- B.
 - a. The Executive Director shall work with the Board of Directors, officers and committees in carrying out the plans of the organization.
 - b. The President shall preside at all meetings, appoint committees and, as chief executive, together with the Executive Director and Vice President, shall manage the business of this organization according to foresaid purposes.
 - c. The Vice President shall become presiding officer in the absence of the President, *shall succeed to that office in case of vacancy*, and shall assist the President and Executive Director whenever needed. Committee chairs shall report to the Vice President.
 - d. The Secretary, assisted by the Executive Director, shall make and keep accurate records of all business activities of the organization, and shall handle correspondence for the organization,
 - e. The Treasurer, assisted by the Executive Director shall have charge of all the funds of this organization, and shall make and keep accurate records of the same.
 - f. The officers President, Vice President, Secretary and Treasurer shall constitute the executive committee and shall act on the behalf of the board between meetings and when addressing urgent situations.
 - g. If an office becomes vacant at any time during an annual term of office, the Executive Committee shall meet and vote on a successor officer to submit to the full Board of Directors to finish that term.
- B. The Board of Directors may appoint an Executive Director and other staff to assist in the management of the organization.

Duties:

- A. The Board of Directors shall be responsible for the decision making and directing plans of the organization.

- B. Board of Director approval must be given (by majority vote during any regular or special meeting having a quorum) for real estate purchase or transfer of ownership, any financial expenditure that will aggregate in excess of \$10,000.00, any leases having a financial impact to the organization in excess of \$10,000.00, and any long term (more than twelve (12) months) contractual arrangements, *provided that* the Board of Directors may appoint a committee and delegate to such committee the power to make such approvals and otherwise oversee any special project or projects. The Board shall direct an Officer of the organization or its Executive Director to execute on its behalf transactions described above. Those directions with specific details shall be clearly recorded in the minutes of the organization.

- C. The Executive Committee may meet to discuss, vote and approve to present to the Board of Directors an alternative administrative plan that would include another economic development authority assisting in the management of the Wayne County Economic Development Authority, be the designated economic development authority for Wayne County, West Virginia, and receive those funds granted by the State of West Virginia for county or regional economic development authorities. The Wayne County Commission must approve the authority receiving the annual funds on an annual basis. Wayne County Economic Development Authority would continue as an economic development organization and retain its own funds in house.

Accounts:

- A. The names of persons approved by a majority vote of the Board members at a regular meeting and clearly recorded in the minutes of the organization shall be on all accounts of this organization with any two of their signatures required to disburse funds as approved by the Board of Directors or otherwise controlled by limits imposed by these by-laws. The Treasurer shall present to the Board (at a minimum annually) during the meeting following election of new officers a review of persons authorized to sign for funds disbursement.

- B. In the event that the Board of Directors appoints a committee to oversee any special project or projects, the Board of Directors by a majority vote (during any regular or special meeting having a quorum) may authorize that committee to have and to manage separate accounts, as well as acquire, hold, manage or transfer property without further Board approval.

Meetings: Meetings will be held on a bi-monthly basis; the date and time to be determined by the President.

One-third (1/3) of the present membership shall constitute a quorum and shall have the power to transact business at any official meeting.

Special meetings of emergency meetings may be called by the President or three (3) Board members upon a three (3) day notice of purpose.

At the option of the officer presiding over any meeting of the Board of Directors, one or more Directors may participate in a meeting of the Board, or of a committee of the Board, by means of a telephone conference call, electronic or other type of communication equipment, provided that all persons participating in the meeting can communicate with each other. All Directors so participating shall be deemed present at such meeting for purposes of determining a quorum and otherwise conducting such business as may be transacted during such meeting.

Committees: Committees shall exist and function as directed by the Board of Directors.

Adoption and

Amendments: These by-laws shall become effective when adopted. By-laws may be amended by simple majority vote upon a thirty (30) day written notice of the proposed changes or by two-thirds (2/3) vote of those present at any regular or special meeting having a quorum.

Indemnity:

- A. To the extent permitted by applicable law, the organization shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action or proceeding by or in the right of the organization) by reason of the fact that he or she is or was a director, officer, employee or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee or agent of another organization, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgements, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the organization, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by applicable law the organization shall indemnify any director of the organization who was or is a party or threatened to be made a party to any threatened, pending or completed action or proceedings, whether civil, criminal, administrative, or investigative (including, without limitation, an action or proceeding by or in the right of the organization) by reason of the fact that he or she is or was a director, officer, employee or agent of the organization, or is, or was serving at the request of the organization as a director, officer, employee or agent of another organization, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action or proceeding,

- B. except in relation to matters as to which he or she shall have been finally adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct. In the event of any other judgment against any such director or in the event of a settlement, indemnification shall be made only if the organization shall be advised, in case none of the persons involved shall have been a director of the organization, by the board of directors, and otherwise by independent counsel to be appointed by the board of directors, that in its or his opinion such director was not guilty of gross negligence or willful misconduct, and, in the event of a settlement, that such settlement was, Of if still to be made, is, in the best interests of the organization. If a determination is to be made by the board of directors, it may rely, as to all questions of law, on the advice of the independent counsel.
- C. The foregoing rights of indemnification shall inure to the benefit of the heirs, executors or administrators of each such director, officer, employee or agent and shall be in addition to and not exclusive of, any other rights to which such director, officer, employee or agent may be entitled.

Open Meetings: The Wayne County Economic Development Authority is a public body subject to the Open Meetings Law. Notice of meetings shall be posted according to law.

Adoption/Revision Dates:

- A. Revised June 21, 2007
- B. Revised July 24, 2007
- C. Revised September 15, 2011
- D. Revised August 20, 2015
- E. Revised September 19, 2019: Amended Board of Directors A.
- F. Revised June 18, 2020: Amended Board of Directors B and Officers A, c; Added Duties C., Amended Meetings and Added Revision information for September 2019 and June 2020.
- G. Revised November 19, 2020: Amended Board of Directors B and Added Open Meetings section.
- H. Revised April 15, 2021: Amended Name and Legal Entity paragraph and Added Wayne County to Place of organization.
- I. Revised October 27, 2022: Amended Officers B to cover when an office becomes vacant midterm.