

BYLAWS
of
THE WEST VIRGINIA FOUNDATION FOR ARCHITECTURE

Adopted _____

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CHAPTER I

ORGANIZATION, COMPOSITION AND GENERAL POWERS

1.1 NAME

The name of this corporation is The West Virginia Foundation for Architecture. In these Bylaws the organization is called the Foundation. The Foundation shall ordinarily be referred to as, and to the extent permitted by law to do business under the name of, The West Virginia Foundation for Architecture.

1.2 PURPOSES AND ACTIVITIES

The purposes of the Foundation shall be:

- a. to engage at no profit, exclusively in charitable, educational and scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, as the same may from time to time be amended or superseded and, more particularly and in furtherance of such activities;
- b. to seek, investigate or carry out programs and projects for improving the human environment for living and working in Virginia;
- c. to solicit, receive and expend gifts, grants and legacies for education, preservation, exhibition, publication and research relating to architecture, architects and the arts and sciences allied to them to the end that such activities may be developed and maintained in a manner that enhances existing and potential cultural, educational, residential, aesthetic and other assets;

- d. to provide scholarships, fellowships and other grants in support of architectural studies;
- e. to enlarge the public understanding of architecture and its allied fields, primarily in West Virginia, especially of the history, quality, and social significance of architecture and its allied fields, and of the people and organizations who have contributed to these fields;
- f. to establish awards, prizes, and medals for meritorious work in architecture and its allied fields, primarily in West Virginia.

1.3 OFFICES

The registered offices of the Foundation shall be in Charleston, West Virginia. The principal place of business of the Foundation shall be located at the AIA West Virginia Office, 223 Hale Street, Charleston, WV 25301, or at such other location as the Board of Trustees may determine.

1.4 REGISTERED AGENT

The registered agent shall be determined by the Board of Trustees, in accordance with the laws of the State of West Virginia.

CHAPTER II

MEMBERSHIP

2.1 MEMBERSHIP

The West Virginia Foundation for Architecture shall have no voting members.

CHAPTER III

THE BOARD OF TRUSTEES

- 3.1 Composition.** The Board of Trustees shall be composed of seven trustees: two appointed trustees, the AIA/WV serving President, the Chair of the Scholarship Committee, and three appointed non-architect members.
- 3.2 Election.** Vacancies on the Board of Trustees shall be filled by election by trustees then serving on the Board.
- 3.3 Removal.** The Board of Trustees may remove an elected trustee at any time, with or without cause.
- 3.4 Terms.** The terms of elected trustees shall be at the discretion of the Board of Trustees.
- 3.5 General Power and Authority.** The property, affairs, business and activities of the Foundation shall be managed under the direction of the Board of Trustees, which shall have all the powers conferred or allowed by the Articles of Incorporation, these Bylaws and the laws of the State of West Virginia, as they may from time to time be amended.

3.51 Specific Powers and Authority. The Board shall have the power to:

- a. establish the size of the Board of Trustees provided that there shall always be at least seven trustees;
- b. adopt the annual budget;
- c. authorize the sale, lease, encumbrance, exchange or other disposition of all, or substantially all, of the assets of the Foundation;
- d. authorize the purchase, sale, mortgage or lease of real property owned by the Foundation;
- e. expand the powers of the Board of Trustees.

3.52 Limitations on Powers and Authority. The Foundation shall be subject to the following limitations:

- a. No part of the property or net earnings of the Foundation shall inure to the benefit of any officer or trustee or member, nor shall any officer, trustee, member or private individual or their private property be liable for the obligations of the Foundation. Nothing herein shall prevent the payment of reasonable compensation for service actually rendered to or on behalf of the Foundation.
- b. The Foundation shall not make any loans to its officers, trustees or employees. Any officer or trustee who votes for, assents to or participates in the making of a loan or advance to any officer, trustee or employee shall be jointly and severally liable for the amount of such loan until its repayment.
- c. The Foundation shall not exercise any power nor engage in any activity that would prevent it from continuing its exemption from federal income taxation as a corporation described in Sections 501(c)(3) of the Internal Revenue Code, as the same from time to time may be amended or superseded, or cause it to lose its exempt status under such exemption.
- d. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- e. The Foundation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distributing of statements.
- f. On dissolution or final liquidation of the Foundation, any assets remaining in the corporation after payment of all liabilities shall be distributed by vote of the Board with the concurrence of two-thirds of the trustees in good standing at that time, either exclusively for the purposes of the

Foundation in such manner as the Board shall determine or to any nonprofit corporation or association which shall at the time be exempt Section 501(c)(3) of the Internal Revenue Code, as the same may have been amended or superseded.

3.53 Limitations on Delegations. The Board may not delegate power to

- a. amend, alter or repeal the Bylaws;
- b. elect, appoint or remove an elected trustee or elected principal officer of the Foundation;
or
- c. select auditors.

3.54 Specific Delegation Required. The following actions by a committee or officer shall require a specific delegation of authority by the Board of Trustees:

- a. the purchase, sale, mortgage or encumbrance on any real property;
- b. the purchase, sale, lease, or exchange of property and assets of the Foundation not in the ordinary course of business;
- c. the mortgage, lien or encumbrance of any assets of the Foundation not in the ordinary course of business;
- d. adoption of the general budget of the Foundation.

3.6 MEETINGS

3.61 Regular Meetings. The Board shall hold at least two regular meetings in each calendar year.

3.62 Annual Meeting. At each annual meeting the trustees shall elect trustees and officers and take such other actions as may be necessary or appropriate for governing the business and affairs of the Foundation for the succeeding year.

3.63 Special Meetings of the Board. A special meeting of the Board shall be held at the written request of any five members of the Board or upon the call of the Chairman. The Board shall transact only the business specified in the call and notice for the special meeting unless this provision is waived in writing by every member of the Board.

3.64 Notice of Meetings.

3.641 Notices Required. A written notice of the time and place of each meeting of the Board, together with the call if it is to be a special meeting, shall be sent to every officer and trustee not less than five (5) days before the date fixed for the meeting.

3.642 Waiver of Notice. The five (5) day minimum notice of a meeting may be waived by any member of the Board.

3.7 Quorum. At each meeting of the Board, a majority of the trustees then holding office shall constitute a quorum for purposes of transacting business.

3.71 Adjournment. Notice need not be given of an adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than thirty days.

3.72 Telephone Meetings. The Board or any committee may meet by telephone conference call.

3.8 Decisions.

3.8.1 Decisions by Majority Vote. Every decision of the Board shall be by a majority vote of trustees present and voting at a meeting at which a quorum is present. Upon request, the vote of an officer or trustee shall be entered in the minutes.

3.8.2 Decisions by Two-Thirds Vote. Unless the provisions of the laws of the State of West Virginia require otherwise, an affirmative vote of not less than two-thirds of the total membership of the Board shall be required to adopt, amend, suspend or rescind rules or regulations supplementing these Bylaws; to purchase, sell, lease or encumber any property or to recommend the purchase, sale, lease or hypothecation thereof, or act on any matter for which a two-thirds vote is required by these Bylaws.

3.8.3 Roll Call Vote. The vote of the Board shall be taken by roll call on demand of any member of the Board or when required by these Bylaws.

3.9 General.

3.9.1 Committees of the Board. The Board may, by resolution adopted by a majority of the trustees holding office, designate and appoint committees from among its members, and may assign to any such committees such responsibilities, not inconsistent with applicable law, the Articles of Incorporation, or these Bylaws, as the Board may deem appropriate.

3.9.2 Resignation and Removal. A trustee may resign at any time by giving written notice to the Chairman or the Secretary, effective as specified in such notice. Acceptance of a resignation shall not be necessary to make it effective.

3.9.3 Automatic Termination. The term of a trustee serving on the Board who resigns or becomes permanently incapacitated automatically ceases.

CHAPTER IV

OFFICERS

4.1 PRINCIPAL OFFICERS AND DUTIES

4.11 Principal Officers. The principal officers of the Foundation, all of whom shall be Trustees, shall be the Chairman, Vice Chairman, Secretary, Treasurer, and President.

4.12 Other Officers. The Board may provide for and appoint other officers of the Corporation, including an Assistant Secretary and Assistant Treasurer, none of whom need be members of the Board.

4.13 Delegation of Authority. Officers may delegate their authority to assistant officers whose positions have been created by the Board in accordance with Paragraph 1.2, provided notice is given to the Board and a written delegation of authority is provided to the Secretary.

4.2 ELECTION OF OFFICERS AND TERMS OF OFFICE

Excepting the AIA/WV President, and the Chair of the Scholarship Committee, the other principal officers shall be elected by the Board at its annual meeting, for one year terms to expire at the conclusion of the succeeding annual meeting. Officers shall hold office, after the expiration of their terms, until their successors have been duly elected or they shall have sooner resigned or been removed.

4.3 REMOVAL, RESIGNATION OR TERMINATION

4.31 Removal of Officers. Officers may be removed by vote of a majority of the trustees holding office whenever in their judgment the best interests of the Foundation will be served thereby, provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.32 Resignation. Officers may resign at any time by giving written notice of their resignation to the Chairman. Acceptance of such resignation shall not be necessary to make it effective.

4.111 CHAIRMAN

The Chairman shall preside at all meetings of the Board of Trustees.

4.112 VICE CHAIRMAN

The Vice Chairman, in the absence or disability of the Chairman, shall perform any or all duties of the Chairman.

4.113 SECRETARY

The Secretary shall (a) see that all notices are duly given in accordance with law and these Bylaws; (b) be custodian of the seal of the Foundation and affix such seal to all documents the execution of which on behalf of the Foundation is authorized by the Board or by an officer or agent of the Foundation; (c) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Board of Trustees; (d) see that the books, reports, statements, and all other documents and records required by law are properly kept and filed; (e) sign such instruments as require the signature of the Secretary; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Trustees.

4.114 TREASURER

The Treasurer shall have and exercise all of the powers and duties incident to the office of Treasurer, through or with any assistant treasurers in accordance with written delegations of authority made by the Treasurer and filed with the President and Secretary, including but not limited to the following: (a) give a bond for the faithful discharge of the duties of the Assistant Treasurers in such sum, and with such sureties, as the Board or the President shall require; (b) purchase directors' and officers' liability insurance to provide indemnity for the trustees and officers; (c) have charge and custody of, and be responsible for, all funds, donations, income and securities of the Foundation and deposit all funds in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Trustees; (d) keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus; (e) exhibit at all reasonable times the books of accounts and records to any officer or trustee during business hours at the Richmond, Virginia, offices of the Foundation where such books and records are kept; (f) receive, and give receipt for, monies due and payable to the Foundation from any source whatsoever; (g) render a statement of the condition of the finances of the Foundation at all meetings of the Board, and a full financial report at the annual meeting of the Board; and (h) in general, perform all duties as may from time to time be assigned by the Board.

CHAPTER V

COMMITTEES

5.1 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Foundation. The Executive Committee shall oversee the business of the Foundation between meetings of the Board of Trustees as necessary and shall set the terms of employment and the compensation for the President/CEO.

5.2 INVESTMENT COMMITTEE

The Board of Trustees shall appoint annually a committee of at least three persons to review the Foundation's investment portfolio, to meet periodically with the Foundation's investment counselors, and to report regularly to the Board, in order to provide a return from all investments to support the Foundation's goals, objectives, and activities.

5.3 OTHER COMMITTEES

The Chairman may appoint such special committees as may from time to time appear to be necessary or proper in order to carry out the objects and purposes of the Foundation and he shall be ex-officio a member of all such committees so appointed.

CHAPTER VI

ADVISORY COUNCIL

6.0 ADVISORY COUNCIL

The Board of Trustees may appoint as many as five persons to serve as an Advisory Council of the Foundation. The officers of the Foundation shall serve as ex-officio members. The purposes of such a council shall be

- a. to advise the Board of Trustees on strategic direction and program implementation;
- b. to assist the Board of Trustees in development and expansion; and
- c. to facilitate communication to and involvement of the public in the goals, objectives, plans, and programs of the Foundation.

Such a Council shall meet on the call of the President.

CHAPTER VII

PROPERTY, INVESTMENTS, ACCOUNTING AND FUNDS

7.1 FISCAL YEAR

The fiscal year of the Foundation shall begin on January 1 and end December 31.

7.2 EXECUTION OF INSTRUMENTS

All contracts, deeds and other instruments shall be signed on behalf of the Foundation by the President or by others as provided by specific Board rules or as specifically authorized in a resolution of the Board.

7.4 TITLE TO PROPERTY

All right, title and interest in the real and personal property of the Foundation are vested and shall remain in the Foundation, and none of its members shall have any right, title or interest therein at any time. Property bequeathed to or held in trust by the Foundation shall be held in accordance with the bequest and trust instruments by which such property was transferred to the Foundation.

7.5 ANNUAL REPORT

The officers shall, within ninety (90) days after the end of each fiscal year, render to the Board of Trustees an annual report including standard financial reports for the year most recently ended, and shall cause such reports to be certified by independent public accountants appointed by the Board.

CHAPTER VIII

EXECUTIVE AND ADMINISTRATIVE

8.1 PRESIDENT

8.11 General Powers. The Chairman of the Foundation shall have

- a. the general power to execute all contracts up to \$25,000 and other instruments in the name of the Foundation, except in the cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer of the Foundation;
- b. responsibility to manage the programmatic and business affairs of the Foundation;
- c. sole authority over Foundation staff and consulting relationships within the resources provided by the annual budget.

CHAPTER IX

GENERAL PROVISIONS

9.1 INDEMNIFICATION

The Foundation shall, to the extent consistent with the laws of the State of West Virginia, indemnify trustees, officers, employees and agents of the Foundation with respect to liabilities and expenses arising out of any action, suit or proceeding in which they become involved by reason of their employment or affiliation with the Foundation.

9.2 INSURANCE

Subject to the provisions of the laws of the State of West Virginia, the Foundation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, officer, employee or agent of the Foundation or any related association, trust, partnership, joint venture or other entity, against any liabilities asserted against them and incurred by them in any such capacity, or arising out of their status as such.

CHAPTER X

AMENDMENTS AND INTERPRETATIONS

10.1 AMENDMENTS OF THE BYLAWS

The Board, by the affirmative vote of not less than two-thirds of its entire membership, may amend, alter or repeal any provision of these Bylaws to forward the objects and facilitate the activities of the Foundation or to eliminate any inconsistency within these Bylaws.

10.2 INTERPRETATIONS OF THE BYLAWS

These Bylaws shall be interpreted according to the laws of the State of West Virginia.