

Bylaws of Fairmont Community Development Partnership, Inc.

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Article 1. *Name and Offices*

Section 1.01 *Name.*

The name of the Corporation shall be Fairmont Community Development Partnership, Inc., **(a 501 (c) (3), non-profit agency)** and shall be referred to in these By Laws as FCDP or the Corporation.

Section 1.02 *Offices.*

The principal office of the Corporation shall be located in Marion County, West Virginia, as shall be determined by the Board of Directors.

Article 2. *Powers and Purpose*

Section 2.01 *Powers.*

The general powers of the Corporation shall be those which are not inconsistent with the West Virginia Not-For-Profit Corporation Law, the Certificated of Incorporation, Regulations of the Internal Revenue Service, By Laws, and the stated mission of the Corporation.

Section 2.02 *Purpose.*

The purpose for which this Corporation is organized are the transactions of any or all lawful business for which non-profit Corporations may be incorporated under the laws of the State of West Virginia, as they may be amended from time to time, and which further exclusively charitable, educational, or scientific purposes, and, specifically, but not in limitation thereof, the purpose of promoting improvements of the quality of life for citizens and communities within West Virginia, specifically for the development of affordable housing through the Low Income Housing Tax Credit (LIHTC) program, and Marion County, specifically for the development of affordable housing as a Certified Housing Development Organization (CHDO), through a partnership that will facilitate the investment and coordinated delivery of resources for community and economic development, neighborhood revitalization and to provide affordable housing in targeted areas.

Article 3. Members

Section 3.01 Classes of Members and Voting.

The Corporation shall have one class of Members. Each Member shall be entitled to cast one vote in person on any matter required to be submitted to the members for voting under these By Laws or under statute and on any other matter submitted to a vote of the Members. Members shall not be entitled to vote by proxy. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Corporation.

Section 3.02 Eligibility.

Members of the Corporation for the coming year shall be those persons serving as current Board Members, those that have served as Board Members in the past and those persons present and registered at two of the last three annual meetings. Members shall be at least eighteen (18) years of age and must be residents of Marion County, West Virginia, or persons designated by institutions in Marion County, and whose place of employment is in Marion County.

For purposes hereof, person is defined as an individual, firm, partnership, Corporation or any other legal entity or a representative thereof.

Section 3.03 Resignation and Removal.

Any member may resign from the Corporation by submitting a written resignation to the President or Secretary of the Corporation, which resignation, unless a contrary indication is contained therein, shall become effective upon and from the date of receipt thereof. Any member may be removed from membership in the Corporation by the affirmative vote of a majority of the Directors then in office for conduct detrimental to the interests of the Corporation or for lack of sympathy with its objectives. Any such member must be notified at least ten (10) days in advance of the meeting at which the Board of Directors will consider terminating the person's membership.

Any such member shall have the right to cross examine or present witnesses in his own behalf and to assert any defense which he might have, or to contest in any manner, the charges.

Any member who ceases to qualify for membership under any of the categories listed in Section 3.02 shall automatically cease to be a member.

Article 4. *Meetings of the Corporation*

Section 4.01 *Annual Meeting.*

An Annual Meeting of the members of the Corporation, at which the members shall elect persons to serve on the Board of Directors, as hereinafter provided, and to transact such other business as may be placed before it, shall be held each year during March on a date selected by the Board of Directors. Members of the Corporation will be notified of the date selected for the Annual Meeting of the Corporation by no later than thirty (30) days in advance of the date selected.

Section 4.02 *Special Meetings.*

Special meetings of the Corporation may be called by the President, the majority of the Board of Directors, or a majority of the membership of the Corporation.

Section 4.03 *Time and Place.*

The Board of Directors shall designate the time and place of all meetings, annual and special, of the Corporation.

Section 4.04 *Notice of Meetings.*

Written notice of each meeting of members of the Corporation shall be given to each member entitled to vote at such meeting by mailing the same not less than thirty (30) days prior to a special meeting of the Corporation. Each notice shall indicate the date, time and place of the meeting and the order of business to be considered.

Section 4.05 *Quorum.*

At any meeting of the Corporation, the presence of one-third (1/3) of the Corporation's membership shall constitute a quorum.

If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting to another date and time. Notice shall be provided in accordance with the

requirement of Article 4, Section 4.04. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the originally scheduled meeting.

Upon the request of one-third (1/3) of the members present, the vote upon any question before the meeting shall be by ballot.

Article 5. *Board of Directors*

Section 5.01 *Powers.*

Subject to limitation of the Articles of Incorporation, of the bylaws, and of the West Virginia Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directions. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

- (a) First -- If allowed by the Articles of Incorporation, to alter, amend or repeal the bylaws of the corporation.
- (b) Second -- To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the bylaws, fix their compensation, and require from them security for faithful service.
- (c) Third -- To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation or the bylaws, as they may deem best.
- (d) Fourth -- To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the corporation

within or without the State of West Virginia, as provided in Article I, Section 3 hereof; to designate any place within or without the State of West Virginia for the holding of any members' meeting or meetings except annual meetings; to adopt and make and use a corporate seal.

- (e) Fifth --To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefor.
- (f) Sixth -- To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal bylaws. Any such committee shall be composed of one or more directors.

Section 5.02 *Number and Eligibility of Directors.*

The authorized number of directors of the corporation shall be not more than twelve (12) nor less than nine (9) until changed by amendment to this bylaw. Directors must be members. A minimum of 1/3 of the Directors shall be either residents of low-income neighborhoods, or; low-income persons themselves, or; elected representatives of low-income neighborhood organizations. No more than 1/3 of the Directors may consist of representatives of the public sector. This includes elected officials, appointed public officials and public employees or anyone appointed by a public official. One (1) director seat is reserved for a representative of the City of Fairmont, recommended by the City Manager and approved by the Board of Directors.

Section 5.03 *Election and Term of Office.*

The directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of members held for that purpose as soon thereafter as conveniently may be. All directors shall be eligible to serve two (2) consecutive three (3) year terms on the Board. Such members may again be eligible for election to the Board after having been off the Board for one (1) year. All directors shall hold office until their respective successors are elected. Once a board

member ceases to hold the office of board member, his or her membership in the corporation shall also cease. A director may be removed from office at any time for cause, however, by a majority vote of the voting members, and may be removed without cause by a two-thirds (2/3) vote of the voting members.

Section 5.04 *Nominating Committee.*

The President of the Corporation shall appoint a Board of Governance committee of at four (4) members composed of two (2) Board of Directors and two (2) members of the corporation. The Committee shall (1) view the past as inspiration, not impediment; (2) plan for future organizational leadership; (3) realize the good begets better; (4) Educate current Board Members for effective participation; (5) evaluate Board Member and Board progress annually.

Not less than thirty (30) days prior to the Annual Meeting, the Committee shall mail the slate to all members of the Corporation together with the notice of the Annual Meeting. The list of candidates as developed by the nominating committee shall be presented by the Secretary to the Annual Meeting and shall, without motion or further proceedings constitute a valid nomination of the persons listed therein as a nominee for Director. Except as submitted by the nominating committee or through a petition signed by at least five (5) members of the Corporation, no nominations for Directors shall be entitled to be voted upon or otherwise considered at any Annual Meeting of Members. Nominees for the board of Directors shall be elected by a majority of the membership in attendance at the Annual Meeting.

Section 5.05 *Resignation and Removal.*

Any Director may resign at any time by giving written notice to the Board of Directors of his/her resignation. Unless indicated in such notice to the contrary, any such resignation shall be effective immediately upon its submission or transmission to the Secretary of the Board of Directors. Any Director may be removed as Director by the affirmative vote of the majority of the Directors then in office, at any regular or special meeting called and convened for such purpose, when he/she no longer meets the criteria for membership, for conduct detrimental to the interests of the Corporation or for lack of support with its objectives, or for refusal to render reasonable assistance in carrying out those objectives. Any Director who fails to attend three (3) consecutive

regular meetings of the Board of Directors shall be removed from the Board of Directors by a majority vote of those Directors present and voting unless circumstances mitigating removal are presented and accepted by the majority of the Board of Directors present and voting. Any Director proposed to be removed shall be entitled to at least ten (10) day notice in writing by mail of the meeting of the Board of Directors at which time such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Section 5.06 *Vacancies.*

Vacancies on the board of directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. If the Articles of Incorporation permit election of directors without written ballot, then the election of directors to fill vacancies shall be without written ballot, unless requested by any director. If at any time, by reason of death, resignation, or other cause, the corporation should have no directors in office, then any officer or any member or any executor, administrator, trustee or guardian of a member or other fiduciary entrusted with like responsibility for the person or estate of a member may call a special meeting of the members in accordance with the provisions of these bylaws, or may apply to the District Court for a decree summarily ordering election as provided for by the West Virginia Corporation Code. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members. A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail at any annual or special meeting of members at which any director or directors are elected to elect the full authorized number of directors to be voted for at the meeting, or if any director or directors elected shall refuse to serve. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5.07 *Place of Meeting.*

Regular and special meetings of the board of directors shall be held at any place within or without the State of West Virginia which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, all

meetings shall be held at the principal office of the corporation. In special cases, meetings may be held virtually via an online hosting platform.

Section 5.08 *Organizational Meeting.*

Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby waived.

Section 5.09 *Other Regular Meetings.*

Other regular meeting of the board of directors shall be held without call at such time as the board of directors may from time to time designate in advance of such meetings; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the board of directors is hereby waived.

Section 5.10 *Special Meetings.*

Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president or, if he/she is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed at least five (5) days before the date of such meeting or be hand delivered or notified by email at least one (1) day before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the director at his residence or usual place of business. If notice be given by email, such notice shall be deemed to be delivered when the same is delivered to the telegraph company.

Section 5.11 *Notice of Adjournment.*

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 5.12 *Waiver of Notice.*

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All Such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 5.13 *Quorum.*

A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 5.14 *Meetings by Telephone and/or Online Platforms.*

Members of the board of directors of the corporation, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 5.15 *Adjournment.*

A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

Section 5.16 *Votes and Voting.*

All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any one director. Each director shall have one vote. Any reference to a majority of directors shall refer to a majority present plus proxies.

Section 5.17 *Fees and Compensation.*

Directors shall not receive any stated salary for their services as directors, but, by resolution of the board, adopted in advance of, or after the meeting for which payment is to be made, a fixed fee, with or without expenses of attendance, may be allowed one or more of the directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

Section 5.18 *Chairperson.*

The President, or the Vice President in the absence of the President, shall preside at all meetings of the Board of Directors. If both President and Vice President are absent, a majority of the Directors then present shall elect a person to preside at the meeting.

Section 5.19 *Informal Action of Directors.*

Any action required by law or by these By Laws to be taken at a meeting of the Board of Directors may be taken without a meeting if a written or electronic document of consent setting forth the action taken is approved by the majority of the Directors then in office.

Section 5.20 *Compensation.*

The officers and Directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Corporation and approved by the Board of Directors by a majority vote.

Section 5.21 *Executive Committee.*

The Executive Committee shall have and may exercise such authority of the Board of Directors as shall be provided by the Board. The Executive Committee shall be composed of the officers of the

Corporation (as set forth in Article 6, Section 6.01), and one at-large member may be designated by the President at will, Two (2) Directors shall constitute a quorum of the Executive Committee.

Section 5.22 *Other Committees.*

The Board of Directors may by resolution adopted by the affirmative vote of a majority of the members of the Board of Directors then in office, establish, modify, and abolish such other committees as the needs of the Board of Directors or the Corporation may require. Committee members shall be appointed by the President. The Board may delegate to the committees thereto some or all of its powers, except those, which by law, by the Articles of Organization, or the By Laws may not be delegated. Committee Chairpersons shall be members of the Board.

The business of each committee shall be conducted, as far as is possible in the same manner as is provided in these By Laws for the Board of Directors. All members of such committees shall hold such positions at the pleasure of the President. The Board of Directors may abolish any such committee at any time. Every such committee shall keep a record of its meetings and shall upon request, report its action to the Board of Directors. The Board of Directors shall have the power to overrule the action of any committee, but no decision to overrule shall have a retroactive effect.

Section 5.23 *Qualifications of Members and Directors.*

In the event that there arises any questions, challenges or disputes regarding the qualifications of any person to serve as a member or on the Board of Directors the matter shall be immediately submitted for decision to the Board of Directors. The decision of the Board of Directors shall be final.

Section 5.24 *Annual Report.*

The Directors shall present at the Annual Meeting and file with the minutes thereof, a report verified by the President and Treasurer, showing:

- (a) The entire amount of real and personal property owned by the Corporation, where located and how invested;

- (b) The amount and nature of the property acquired during the preceding year and the manner of acquisition; and
- (c) The amount applied, appropriated or expended during the preceding year and the purposes for which such appropriations or expenditures have been made.

Article 6. *Officers*

Section 6.01 *Officers.*

The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers, with such designations, functions, powers and duties not inconsistent with law and these By Laws, as may be assigned from time to time by the Board of Directors.

Other offices may be created, modified, and abolished by a majority vote of the Board of Directors. A Director may only hold one such office at a time.

Section 6.02 *Election, Term of Office, and Qualifications.*

The President, Vice President, Secretary, and Treasurer of the Corporation shall be elected annually by the Board of Directors from among their number at the regular meeting of the Board of Directors following the Annual Meeting of members of the Corporation; or as soon thereafter as is possible. Each officer shall hold office until a successor is duly elected and qualified or until he or she resigns or ceases to be a member of the Corporation or until he or she is removed from office in accordance with Section 6.09. Any other officers of the Corporation shall be similarly elected by the Board of Directors at any regular meeting.

- (a) Election: The election of Officers shall be made by the Board of Directors from their director membership at the first regular meeting of the Board of Directors following the Annual Meeting of the members of the Corporation.
- (b) Term of Office: The term of President shall be for two (2) years. The term for all other offices shall be one (1) year.

In the event that a person holding the office of President would cease to be a member of the Board of Directors as a result of the term limitation set forth in Article 5, Section

5.02, he/she shall be entitled at his/her option to continue on the Board of Directors for the purpose of finishing or completing his/her term of office as President.¹

- (c) Qualifications: As hereinbefore set forth only the members of the Board of Directors shall be eligible to be elected and hold office of the Corporation as defined in Section 6.01.

Section 6.03 *Vacancies.*

In case any office of the Corporation becomes vacant, the Directors then in office may elect, by a majority vote, a Director to fill such vacancy.

Section 6.04 *President.*

The President shall preside at meetings of the Corporation and of the Board of Directors and shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties consistent with the office and those as may be assigned to him/her by the Board of Directors from time to time

Section 6.05 *Vice President.*

At the request of the President, or in the event of his/her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President and shall have such other duties as may be assigned to him/her by the Board of Directors.

Section 6.06 *Secretary.*

The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He/she, or a designee, shall attend and keep the minutes of all the meetings of the Corporation and of the Board of Directors. He/she shall keep an up to date record, containing the names of all person who are members of the Corporation, showing their places of residence,

¹ Refer to Article 5, Section 5.02 (c) (iii) b.

and such books shall be open for inspection as may be prescribed by law. He/she may sign with the President or Vice President, in the name and on behalf of the Corporation, any documents authorized by the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors from time to time.

Section 6.07 *Treasurer.*

The Treasurer shall receive, hold and disburse, or cause to be handled, all funds for the Corporation as provided herein. He/she shall cause the funds of the Corporation to be deposited in a bank or banks and keep the same invested in accordance with the instructions of the Board of Directors. He/she shall keep, or cause to be kept, a full account of all monies received and paid out and shall make a report of the same and of all funds and securities in his/her hands at the Annual meeting of each year and at such other times as the President or Board of Directors may require.

Section 6.08 *Removal.*

Any officer may be removed from office by the affirmative vote of two thirds (2/3) of all of the Directors then in office at any regular or special meeting called for that purpose, when he/she no longer meets the criteria for Corporate membership; for nonfeasance, malfeasance, misfeasance, or for conduct detrimental to the interest of the Corporation. Any officer proposed to be removed shall be entitled to at least ten (10) days noticed in writing by mail of the meeting of the Board of Directors at which time such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Article 7. *Executive Director*

The Board of Directors of the Corporation shall appoint an Executive Director, who shall serve at the pleasure of the Board of Directors. Appointment and removal shall require a majority vote of the Board of Directors. Removal shall be governed by the notice and hearing requirements of Article 6, Section 6.09. The Executive Director Shall attend to and be responsible for the day to day administration of the affairs of the Corporation, subject only to the general supervision and control of the President, Executive Committee, and the Board of Directors, and shall have such

supervisory and managerial powers in the conduct of the business and affairs of the Corporation as shall be conferred upon him/her by the Board from time to time or as shall be delegated upon the Executive Director with the consent of the Board. The Executive Director shall sign any deed, mortgage, bond, contract, or other instrument, which the Board of Directors has authorized to be executed. The Executive Director shall be entitled to such reasonable compensation for his/her services as is established by a majority vote of the Board. The Executive Director shall not be deemed a member of the Board of Directors, the Executive Committee, or an officer of the Corporation.

Article 8. *Corporate Seal*

The Corporation may have a corporate seal which shall have inscribed thereon the words, "FAIRMONT COMMUNITY DEVELOPMENT PARTNERSHIP, INC. – CORPORATE SEAL, 1992".

Article 9. *Amendments*

Section 9.01 *By the Board of Directors.*

The Board of Directors may amend or repeal any provision of these By Laws or the Articles of Organization by the affirmative vote of the majority of the members of the Board of Directors then in office. Such amendments shall take effect upon approval by the Board. Corporation members and Board members must be given at least ten (10) days written notice of the proposal to amend or repeal these By Law or Articles in whole or in part, at such meeting of the Board. Such notice must be given to each member of the Corporation and the Board or mailed to his/her last known address on record. Any such amendment approved by the Board shall automatically be placed before the membership for its consideration at the next meeting of the Corporation. Action by the Corporation membership shall not affect the validity of the amendment, and any action taken there under, from the date of its approval by the Board until the date of action by the Corporation.

Section 9.02 *By the Corporation.*

If the Board of Directors, or at least twenty (20) percent of the Corporation membership, request in writing that an amendment be made to these By Laws or Articles of Organization, or that a provision be repealed, such request, and the text of any proposed revision, shall be included with the notice of the Corporate meeting. The proposed revision shall be considered at the meeting and, if approved by a majority vote of the members of the Corporation present at the meeting, shall thereupon become effective.

Article 10. *Fiscal Year*

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty first day of December of the same year.

Article 11. *Funding*

Section 11.01 *Raising of Funds.*

The Board of Directors shall be responsible for the raising of funds to finance the operation of the Corporation. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 11.02 *Distribution of Funds.*

The Board of Directors shall determine the allocation of all funds.

Section 11.03 *Accounting.*

The Board of Directors shall cause to be prepared for their approval a written operating budget for each fiscal year and an account of the expenditures of funds for the prior fiscal year.

Section 11.04 *Investment.*

The Corporation shall have the right to retain all or part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Directors.

Section 11.05 *Audit.*

The Board of Directors shall cause an annual audit of the Corporation's financial statements and shall select the auditor for that purpose.

Article 12. *Prohibited Activities*

No substantial part of the activities of the Corporation shall be carrying on 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 on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or
- (b) By a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 13. *Contracts*

The Directors, except as otherwise provide in these By Laws, may authorize any Director, Officer, member or other agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance, unless so authorized in these By Laws or by the Directors. No Director, Officer, agent, committee, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount without Board approval.

Article 14. *Prohibition Against Sharing in Corporate Funds*

No Director, Officer, member, agent or employee or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation. This

shall not prevent payment to any such person of such reasonable compensation for service rendered to or for the Corporation. No such person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Article 15. *Dissolution*

All members of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, the assets of the Corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Directors may determine exclusively to organizations which then qualify as exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Article 16. *Corporate Powers*

The Corporation shall have all the powers authorized by Chapter 31 of the West Virginia Code, as now in force, and as hereafter amended. The Corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which it is formed; provided that no such power shall be exercised in a manner inconsistent with Chapter 31 of the West Virginia Code or any other applicable statute or of Section 501 (c) (3) of the Internal Revenue Code.

Article 17. *Conflict of Interest*

No member of the Corporation may participate in the evaluation, review, and approval of any application for a loan or any other matter in which he/she has a direct financial interest. The decision of the Board of Directors shall be final in determining whether a member, Director, Officer or committee member should be disqualified from participating in any way in the matter.

All loans and other transactions shall be conducted at arm's length and shall not violate the proscriptions in the certificate of incorporation, these By Laws, and any other applicable prohibition against the Corporation's use or application of its funds for private benefit. No such loan or transaction shall be entered into if it would result in denial of or loss of tax exempt status

under Sections 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

Article 18. *Books and Records*

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation, excluding personnel, property, loans, and other sensitive material, may be inspected by any member for any proper purpose at any reasonable time.

Article 19. *Indemnification of Directors and Officers*

Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall be subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such Director or Officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.