

West Virginia Bankers Association

Standing Committee Charter

Legislative and Governmental Relations Committee

A. Purposes.

1. This charter implements the bylaws of the Association with regard to a Legislative and Governmental Relations Committee.
2. The Legislative and Governmental Relations Committee shall give consideration to all matters of interest and benefit to the membership of the Association, within the scope of their responsibilities, and shall make such recommendations as they see fit to the Board of Directors.
3. The basic responsibility of the Legislative and Governmental Relations Committee shall be to consider federal, state and local statutes and proposed statutes affecting the powers, privileges, duties and obligations of the members of the Association. It shall promote the enactment of legislation that it believes to be beneficial to the banking industry and the general public and oppose the enactment of legislation that it believes to be harmful to the banking industry and general public.
4. No action of the committee shall be inconsistent with any established policy of the Association. In cases arising between the annual meeting of the members and meetings of the Board of Directors where it becomes necessary in the judgement of the Association's President, to immediately determine Association policy in favor of or in opposition to pending federal or state legislation, he or she shall submit such question of policy to the Association's Executive Committee. The President shall be required to submit policy questions only if the proposed policy would be a material change in policy previously determined by the Association.

B. Membership.

1. Members of the Legislative and Governmental Relations Committee, including the committee Chairman, shall be appointed by the Chairman of the Association immediately following his or her installation at the annual meeting. At least one of the appointed members shall also be a member of the Association's Board of Directors. The committee shall consist of at least ten but no more than fifteen members, including ex-officio members.
2. An executive officer of the Association shall act as the committee liaison, attend all meetings, and assist the committee Chairman with agenda items and recordkeeping.
3. The committee shall retire automatically at the next succeeding annual meeting of the members, unless otherwise extended by the members, Board of Directors, or Chairman of the Association.

4. If, for any reason, an appointed committee member is unable to fulfill his or her one-year service commitment, he or she may resign by notifying the committee liaison and Chairman.
- C. **Voting.** Each member of the committee will be entitled to vote. A majority of the voting members present and voting shall be necessary to approve action required by the committee.
- D. **Ex-Officio Member.** The Chairman of the Association shall be an ex-officio member of the committee and shall vote only in the event of a tie vote among committee members.
- E. **General Responsibilities.**
1. To protect and defend the interests of West Virginia's banking industry through active support of the Association's political and legislative efforts.
 2. To enhance the ability of the Association and its member banks to respond to legal challenges affecting banking in West Virginia. The committee shall identify and review legal issues of concern; assist in developing legislative, regulatory, and judicial initiatives; and otherwise serve as a forum for the dissemination of information concerning legal developments impacting West Virginia's banks.
 3. To lobby elected officials and to appear before committees of the West Virginia Legislature, if needed.
 4. To review and reassess this charter at least annually, and submit any proposed changes to the Board for approval.
- F. **Operational Guidelines.**
1. Under normal circumstances, meeting dates shall be in the months leading up to the regular session of the West Virginia Legislature to determine the Association's legislative agenda and throughout the legislative session to provide updates and strategies for achieving goals. Meetings are typically held by conference call. Meeting dates and times and call-in information will be furnished to the members as soon as practicable.
 2. The Association's outside legal counsel shall be invited to participate in meetings.
 3. Committee members should avoid all conflicts of interest and must maintain confidentiality of all discussions relating to legislative and governmental relations initiatives.

Adopted by the Board of Directors: October 14, 2016

West Virginia Bankers Association

Standing Committee Charter

Information Technology and Operations Committee

A. Purposes.

1. This charter implements the bylaws of the Association with regard to an Operations Committee. This committee shall be known as the Information Technology and Operations Committee.
2. The Information Technology and Operations Committee shall give consideration to all matters of interest and benefit to the membership of the Association, within the scope of their responsibilities, and shall make such recommendations as they see fit to the Board of Directors.
3. The Information Technology and Operations Committee will provide a forum and a framework for discussion and communication of technological and operational matters in bringing about improved banking practices and methods of operation and administration.

B. Membership.

1. Members of the Information Technology and Operations Committee, including the committee Chairman, shall be appointed by the Chairman of the Association immediately following his or her installation at the annual meeting. The committee shall consist of at least ten but no more than fifteen members, at least one of which shall also be a member of the Association's Board of Directors. At the discretion of the committee, a Vice Chairman may be appointed to assist the Chairman.
2. The committee members shall serve a one-year term, from August 1 – July 31, and may be reappointed by the next incoming Chairman of the Association.
3. An assigned staff member of the Association shall act as the committee liaison, attend all meetings, and assist the committee Chairman/Vice Chairman with agenda items and recordkeeping.
4. If, for any reason, an appointed committee member is unable to fulfill his or her one-year service commitment, he or she may resign by notifying the committee liaison and Chairman.

C. Voting. Each member of the committee will be entitled to vote. A majority of the voting members present and voting shall be necessary to approve action required by the committee.

D. Ex-Officio Member. The Chairman of the Association shall be an ex-officio member of the committee and shall vote only in the event of a tie vote among committee members.

E. General Responsibilities.

1. Promote the sharing of operations and technology best practices within the West Virginia banking community.
2. Provide feedback to the Association staff regarding educational opportunities pertaining to technology and operations.
3. Evaluate and recommend legislative and regulatory positions to the Board of Directors as needed.
4. Assess information technology and operational risk trends.
5. Develop and maintain comparative information technology and operational benchmarks for the Association's membership.
6. Track and discuss emerging technologies.
7. Provide information technology and operational articles for the Association's newsletter and other communications.
8. Review and reassess this charter at least annually, and submit any proposed changes to the Board for approval.

F. Operational Guidelines.

1. Meeting dates under normal circumstances shall be quarterly and will be furnished to the members as soon as practicable. The meeting venue, if in person, is generally at the Association's office in Charleston, West Virginia. If the meeting continues through lunch, lunch is provided by the Association.
2. There is no reimbursement of expenses incurred by any committee member for attending committee meetings or programs.
3. Members of the committee may participate in a committee meeting by conference call or in such a manner that affords members the ability to actively participate in the meeting.
4. The committee may request outside parties to attend meetings for educational or informational purposes.
5. Committee members should avoid all conflicts of interest and must maintain confidentiality of all discussions relating to services, products, projects, and planning of the Association.

Adopted by the Board of Directors: _____October 14, 2016_____

West Virginia Bankers Association

Standing Committee Charter

Board of Trustees of the West Virginia School of Banking

A. Purposes.

1. This charter implements the bylaws of the Association with regard to a Board of Trustees of the West Virginia School of Banking.
2. The Board of Trustees shall operate the West Virginia School of Banking for the purposes of acquainting bankers enrolled therein with the laws, rules and regulations applicable to banking, principles of commercial banking and banking related activities, trends in the banking industry, financial analysis, basic management principles, and such other subjects as may be deemed appropriate from time-to-time to ensure the curriculum remains current.

B. Membership.

1. Members of the Board of Trustees of the West Virginia School of Banking, including the committee Chairman, shall be appointed by the Chairman of the Association immediately following his or her installation at the annual meeting. The committee shall consist of at least eight but no more than ten members, including ex-officio members.
2. At least one member of the Association's Board of Directors should also serve on the Board of Trustees.
3. The committee shall retire automatically at the next succeeding annual meeting of the members, unless otherwise extended by the members, Board of Directors, or Chairman of the Association.
4. An assigned staff member of the Association shall act as the committee liaison, attend all meetings, and assist the committee Chairman with agenda items and recordkeeping.
5. If, for any reason, an appointed committee member is unable to fulfill his or her one-year service commitment, he or she may resign by notifying the committee liaison and Chairman.

C. Voting. Each member of the committee will be entitled to vote. A majority of the voting members present and voting shall be necessary to approve action required by the committee.

D. Ex-Officio Member. The Chairman of the Association shall be an ex-officio member of the committee and shall vote only in the event of a tie vote among committee members.

E. General Responsibilities.

1. Provide input to the Association on matters affecting the organization, structure and curriculum of the West Virginia School of Banking and the Lloyd P. Calvert Graduate School of Banking.
2. Serve as course instructor and/or fellow for Bank Exec.
3. Identify possible instructors and fellows to teach classes and assist in BankExec and Advanced BankExec.
4. Review financial reports, including tuition fees, housing and food, and provide suggestions for increasing revenues.
5. Review instructor evaluations and determine if said instructors will be invited to teach in subsequent years.
6. Review and reassess this charter at least annually, and submit any proposed changes to the Board for approval.

F. Operational Guidelines.

1. Under normal circumstances, meetings will be held in the fall and spring of each year with dates to be furnished to the members as soon as practicable. The meetings will be held at the Association's office in Charleston, West Virginia. If the meeting continues through lunch, lunch is provided by the Association.
2. There is no reimbursement of expenses incurred by any committee member for attending committee meetings.
3. Instructors and fellows will be reimbursed for travel expenses, including lodging and meals during banking school.
4. Members of the committee may participate in a committee meeting by conference call or in such a manner that affords members the ability to actively participate in the meeting.

Adopted by the Board of Directors: October 14, 2016

West Virginia Bankers Association

Standing Committee Charter

Trust Committee

A. Purposes.

1. This charter implements the bylaws of the Association with regard to a Trust Committee.
2. The Trust Committee shall give consideration to all matters of interest and benefit to the membership of the Association, within the scope of their responsibilities, and shall make such recommendations as they see fit to the Board of Directors.
3. The primary purpose of the Trust Committee shall be to afford members of the Association who are active in the business of the execution of trusts the benefits to be derived from the accumulation, dissemination or discussion of information relating to the execution of trusts and the acceptance of trust business and to enable such institutions to better serve the needs of their communities.

B. Membership.

1. Members of the Trust Committee, including the committee Chairman, shall be appointed by the Chairman of the Association immediately following his or her installation at the annual meeting. Members that offer trust and wealth management services will be considered for committee membership.
2. The committee shall retire automatically at the next succeeding annual meeting of the members, unless otherwise extended by the members, Board of Directors, or Chairman of the Association.
3. An assigned staff member of the Association shall act as the committee liaison, attend all meetings, and assist the committee Chairman with agenda items and recordkeeping.
4. If, for any reason, an appointed committee member is unable to fulfill his or her one-year service commitment, he or she may resign by notifying the committee liaison and Chairman.

C. **Voting.** Each member of the committee will be entitled to vote. A majority of the voting members present and voting shall be necessary to approve action required by the committee.

D. **Ex-Officio Member.** The Chairman of the Association shall be an ex-officio member of the committee and shall vote only in the event of a tie vote among committee members.

E. General Responsibilities.

1. Provide input to the Association on matters affecting the delivery of trust and wealth management services.
2. Identify possible legislative and/or regulatory issues impacting the trust environment.
3. Provide input on education and training needs, including the annual Financial & Estate Planning Seminar.
4. Provide a forum for the exchange of ideas and networking for the benefit of each committee member and his or her bank.
5. Review and reassess this charter at least annually, and submit any proposed changes to the Board for approval.

F. Operational Guidelines.

1. Meeting dates under normal circumstances shall be quarterly and will be furnished to the members as soon as practicable. The meeting venue, if in person, is generally at the Association's office in Charleston, West Virginia. If the meeting continues through lunch, lunch is provided by the Association.
2. There is no reimbursement of expenses incurred by any committee member for attending committee meetings or programs.
3. Members of the committee may participate in a committee meeting by conference call or in such a manner that affords members the ability to actively participate in the meeting.
4. The committee may request outside parties to attend meetings for educational or informational purposes, including representatives of the West Virginia Society of Certified Public Accountants and The West Virginia State Bar.
5. Committee members should avoid all conflicts of interest and must maintain confidentiality of all discussions relating to services, products, projects, and planning of the Association.

Adopted by the Board of Directors: October 14, 2016

West Virginia Bankers Association

Standing Committee Charter

Executive Committee

A. Purposes.

1. This charter implements the bylaws of the Association with regard to the Executive Committee.
2. The Executive Committee shall give consideration to all matters of interest and benefit to the membership of the Association, within the scope of their responsibilities, and shall make such recommendations as they see fit to the Board of Directors.

B. **Membership.** The Executive Committee shall consist of the Chairman, Chairman elect, Vice Chairman and the most recent immediate past Chairman still active in banking in West Virginia. The Chairman shall be the presiding officer of the Executive Committee. The Association President shall be an ex-officio member without vote, invited to attend meetings of the Executive Committee unless requested not to attend by the person acting as Chairman. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

C. **Authority.** The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee. The Executive Committee shall not have the authority of the Board of Directors in reference to any act specifically reserved to the directors by law.

D. Meetings and Procedures.

1. Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution.
2. Special meetings may be called by any member of the Executive Committee upon not less than twenty-four hours' notice stating the place, date and hour of the meeting, which notice shall be written or oral. The notice of a meeting need not state the business proposed to be transacted at the meeting.
3. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.
4. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Executive Committee.

5. The Executive Committee may fix its own rules of procedure which shall not be inconsistent with the Association's bylaws. The committee shall keep regular minutes of its proceedings and shall report to the Board of Directors at its next meeting any action taken between meetings of the Board.

E. Duties.

1. The Executive Committee shall review the activities of the Association, determine whether the Association is fulfilling its purposes, examine expenditures, and determine the general welfare of the Association.
2. Annually, the Executive Committee shall review the audit, staff relations and protective practices, examine investments, and prepare an estimated budget.
3. Subject to the limitations on its authority established by the Board of Directors, the Association's bylaws, or law, the Executive Committee shall oversee the performance of the President and make recommendations to the Board on reasonable compensation.
4. The Executive Committee shall oversee the development of personnel policies and their implementation by the President.

Adopted by the Board of Directors: October 14, 2016