

**AMENDED AND RESTATED BYLAWS  
OF  
WEST VIRGINIA  
BANKERS ASSOCIATION, INC.**

**ARTICLE I  
Offices**

The principal office of the West Virginia Bankers Association, herein referred to as the “corporation” and/or as the “association,” shall be located in the City of Charleston, County of Kanawha, State of West Virginia. The corporation may have such other offices as the board of directors may determine or as the affairs of the corporation may require from time to time.

**ARTICLE II  
Members**

Section 1. **Classes of Members.** Membership in the corporation shall consist of two classes: (1) bank members and (2) associate members. Members of each class shall consist only of those banks or other firms, corporations, individuals or other institutions which meet the hereinafter-described qualifications for membership,

Section 2. **Bank Members.** Any entity (i) insured by the Federal Deposit Insurance Corporation and having its main office or a full service branch (one which both accepts deposits and extends credit and operates from a staffed facility) in the state of West Virginia, or (ii) engaged primarily in the offering of trust services, but not deposit taking services and subject to examination and supervision by federal or state banking authorities, shall be eligible to become a bank member, provided, however, that admission to membership as a bank member shall require the affirmative application of the prospective bank member and affirmative acceptance by vote thereon of the board of directors of the corporation. Voting rights shall be vested exclusively in the bank members and each bank member shall be entitled to one vote to be cast in the manner provided in these bylaws on all questions coming before any meeting of the membership of the corporation, including the election of directors and elective officers. Notwithstanding anything herein to the contrary, credit unions shall not be eligible to become bank members of the Association.

The bank members of the corporation, as of the date of the restatement of these bylaws, shall be deemed properly admitted as bank members of the corporation and shall continue in such capacity unless membership is terminated in accordance with the bylaws of the corporation.

Any bank member shall be entitled to all privileges of bank membership, including without limitation the right to vote at meetings of the members, upon timely payment of annual dues as provided in Article VIII.

Section 3. **Associate Members.** The board of directors of the corporation may, by resolution of the board, establish a class or classes of associate members composed of eligible

persons interested in promoting the purposes of the corporation. Credit unions shall not be admitted to membership as associate members of the corporation. Admission to membership as an associate member shall require the completed application of the prospective associate member and the approval of said application by the president of the corporation. Any decision on associate membership by the president shall be ratified by a vote of the board of directors of the Association at the next regularly scheduled board meeting. Associate members shall have the privilege of attending any meeting of members of the corporation but shall not have the privilege of the floor or right to vote at any such meeting or hold any office.

The associate members of the corporation, as of the date of the restatement of these bylaws, shall be deemed properly admitted as associate members of the corporation and shall continue in such capacity unless membership is terminated in accordance with the bylaws of the corporation.

Any associate member shall be entitled to all privileges of associate membership as may be determined from time to time by the board of directors, upon timely payment of annual dues as provided in Article VIII.

Section 4. **Termination of Membership.** Any bank member may be expelled from membership in the corporation at any time and for any reason upon the affirmative vote of two-thirds of the bank members at any annual or special meeting of the members, and such member shall thereafter be ineligible for membership in the corporation until it is reinstated, upon such terms and conditions as the members shall deem appropriate, by the affirmative vote of two-thirds of the bank members at any annual or special meeting of the members. The membership of any associate member may be terminated at any time and for any reason by the board of directors.

Section 5. **Withdrawal.** Any bank member wishing to terminate their membership in the corporation can do so in writing to the president of the corporation at anytime up until April 1 of any calendar year. After April 1, bank member dues for the following fiscal year will be collected and included within the operating budget of the association. The corporation will not refund dues under any circumstances.

### **ARTICLE III Meetings of Members**

Section 1. **Annual Meeting.** The annual meeting of the members shall be held at such time and place as shall be determined by the board of directors, for the purpose of electing directors and elective officers and for the transaction of such other business as may come before the meeting. If the election of such officers and directors shall not be held at the annual meeting, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Section 2. **Special Meetings.** Special meetings of the members may be called by the chairman of the corporation, the president, a majority of the board of directors, or not less than one-tenth of the bank members.

Section 3. **Place of Meeting.** The board of directors may designate any place within or outside the State of West Virginia as the place of meeting for any annual or special meeting of

the members called by it or the required number of bank members. The chairman, or the president, shall designate a place within or outside the state for any special meeting called by him.

Section 4. **Notice of Meetings.** Written notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than five days before the date of such meeting, by or at the direction of the chairman or the president. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at its address as it appears on the records of the corporation with postage thereon prepaid.

Section 5. **Delegates.** Each bank member shall be entitled to be represented by one delegate at any meeting of the members. A delegate must be an officer or director of the bank member he represents. All such delegates shall be entitled to floor privileges, with voting rights as set forth in these bylaws. Floor privileges, without a vote, shall be extended to all additional officers and directors of any member and to all former chairmen or presidents of the corporation who are not qualified as delegates. For purposes of this provision, the clause “former chairmen or presidents” shall include any person previously holding the highest executive and appointive offices of the corporation and who are still active in banking as defined in these bylaws.

Section 6. **Quorum.** The presence in person (by a delegate of a bank member) or by proxy, if permitted by Section 7 of this Article III, of one-tenth of the bank members shall constitute a quorum at any annual or special meeting. If a quorum is not present at any meeting of members, a majority of the delegates present may adjourn the meeting from time to time without further notice.

Section 7. **Voting.** Voting at meetings of bank members shall be in person by the delegates of bank members unless the board of directors determines in advance of such meeting that voting may be in person or by proxy. Unless otherwise ordered by the chairman or other individual presiding over the meeting, all voting in a meeting shall be by voice. An alternate may act as a delegate if the delegate is not present at any meeting of bank members.

Section 8. **Qualifications and Nomination of Directors and Elective Officers.** Each year, the board of directors shall divide bank members into three categories, Category A, Category B and Category C. The ten largest bank members, as determined by total deposits held in West Virginia as of June 30 of the previous calendar year as reflected in the “Deposit Market Share Report” prepared by the Federal Deposit Insurance Corporation, (“FDIC”), shall constitute Category A. The remaining member banks shall be divided equally with the first half being identified as Category B and the second half, Category C. Four executive officers shall be elected each year, with at least one officer representing each member category.

Prior to the annual meeting of members, the chairman shall convene a nominating committee composed of six persons. The members of the committee shall be the four most recent past chairmen still active in the banking industry in West Virginia as defined below, the chairman of the Association and the chairman-elect of the Association. The most recent past chairman still active in banking within West Virginia shall act as chairman of the nominating committee.

For purposes of these bylaws, the phrase “active in the banking industry” or “active in banking” shall mean an individual who is employed by a member bank in a senior executive management position. The board of directors shall interpret and construe any questions or issues that should arise concerning the meaning of the phrases “active in the banking industry” or “active in banking,” which interpretations shall be final and binding on all persons.

Category A members shall have an automatic seat on the board of directors. Should any Category A member elect not to occupy their seat, the seat shall remain open until such time as that member chooses to occupy the seat.

The nominating committee shall nominate a suitable candidate for every director seat to be filled by Category B and Category C members, and all executive officers at the annual meeting of members. The nominating committee shall take into consideration the overall geographic distribution of the board of directors, it being the intent of these bylaws that the board of directors consists of individuals from diverse geographical locations whenever possible. The members of the nominating committee shall take appropriate steps to ensure that each prospective nominee (1) will be permitted by the member with which he is affiliated to adequately perform the duties which he is assigned by the corporation, (2) may speak on public policy matters on behalf of the member bank with which the prospective nominee is affiliated, and (3) is willing and able to serve the corporation if elected. Should the nominating committee be unable to identify an individual qualified to fill a seat representing any Category B or C member, the seat may remain open until such time as a qualified representative is identified, nominated and elected in accordance with these bylaws.

At the annual meeting of the members, the nominating committee shall file its report in writing showing the list of all nominations which shall include the Category A banks, and shall be read at the meeting by the chairman of the nominating committee or his designee. Immediately following the presentation and receipt of the report of the nominating committee at the meeting, any delegate present may place the name of any other qualified person in nomination for any of the elective offices or for any elected member of the board of directors.

**Section 9. Order of Business.** The order of business at the annual meeting of members shall be prepared by the president in advance, but must include (although shall not be limited to) the election of officers and directors.

**Section 10. Rules of Proceedings.** Robert’s Rules of Order shall govern the proceedings at all meetings of members.

#### **ARTICLE IV Board of Directors**

**Section 1. General Powers.** The affairs of the corporation shall be managed by its board of directors.

**Section 2. Election of Directors and Officers.** The election of directors and officers shall take place at the annual meeting of members. If there is only one nominee for each open office or seat, bank members shall vote in favor of, or against, the slate of nominees for the open

offices or seats. If the name of more than one candidate is placed in nomination for any elective office or board seat, members shall vote for one nominee for each contested office or seat, and the vote shall be by secret ballot.

Section 3. **Number, Term, and Rights of Directors and Officers.** The board of directors shall consist of no more than 22 members, 10 automatic Category A directors, 6 directors elected from Category B and 6 directors elected from Category C. Four of the 22 directors representing each of the three member categories shall also be elected and serve concurrently as executive officers. All members of the board of directors, whether automatic, elected or executive officers, shall have equal voting rights on matters considered by the board of directors.

Once elected, board members representing a category of member banks shall serve the entire term for which elected. Any board member whose institution changes categories during their term may serve for the remainder of the fiscal year in which the change in category occurs. All directors shall hold office for a term of three years, and until their successors shall have been elected and qualified. Service on the board of directors shall not be limited to any number of consecutive terms.

The executive officers shall consist of: the chairman; the chairman-elect; the vice chairman; and the most recent past chairman of the corporation still active in banking in West Virginia.

Unless otherwise approved by two thirds of the board of directors of the corporation, no more than one director or officer of the corporation shall be affiliated with the same bank or bank holding company during their terms of service on the board of directors of the corporation except that, two members representing the same consolidated institution may serve out the remainder of the fiscal year in which the institutions they originally represented merge or are consolidated. Each executive officer shall hold office until the adjournment of the next annual meeting of members and until his successor shall have been elected and qualified.

Section 4. **Regular Meetings.** The board of directors shall hold not less than four meetings in each fiscal year. The board of directors may provide by resolution the time and place for the holding of regular meetings of the board. Absent such a resolution of the board of directors, the time and place for the holding of regular meetings shall be fixed by the chairman.

Section 5. **Special Meetings.** Special meetings of the board of directors may be called by or at the request of the chairman, president or executive vice president and shall be called by the chairman, president or executive vice president at the written request of a majority of the members of the board of directors specifying the reasons for such meeting.

Section 6. **Notice.** Notice of any regular or special meeting of the board of directors shall be given at least twenty-four hours previously thereto by a telephone message to the director's place of business or residence, by written notice delivered personally, or sent by mail, facsimile, or electronically to the director at his address or electronic mail address as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the

meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the board shall be specified in the notice of such meeting.

Section 7. **Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 8. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by law or by these bylaws.

Section 9. **Vacancies.** Except as otherwise provided in these bylaws, any vacancy occurring in the board of directors shall be filled by the remaining members of the board of directors. A vacancy to be filled with respect to a category of member banks as set forth in Section 8 of Article III shall be filled by a person affiliated with a member bank within the category from which the vacancy arises. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. **Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have like effect and validity as though the action were duly taken by the unanimous action of all directors at a duly called and legally held meeting.

Section 11. **Telephonic Meetings.** One or more directors or members may participate in a meeting of the board of directors, a committee of the board or of the members by means of conference telephone or similar electronic communications equipment, to the full extent permitted by, and in the manner provided by the general corporate law of the State of West Virginia. Whenever the vote of the directors or members is required or permitted in connection with any corporate action, this vote may be taken orally during the electronic conference. The agreement thus reached shall have like effect and validity as though the action were duly taken by the directors or members at a duly called or held meeting if the agreement is reduced to writing and approved by the directors or members at the next regular meeting after the conference.

Section 12. **Specific Powers and Duties.** The board of directors shall execute the direction and resolutions of the members of the corporation acting as a body not otherwise executed or provided for. It shall arrange for holding the annual meeting of the members and any special meetings, including the programs and order of business therefor, and it may submit a report covering its official acts and proceedings to the annual meeting of the members.

It shall provide for taking and preserving the records of its own proceedings and exhibit such records to the members when directed. It shall have charge of the finances of the corporation, and at the first meeting in each fiscal year, or as soon thereafter as practicable, it shall adopt and put into effect a budget of estimated receipts and expenditures for the ensuing fiscal year, provided, however, that no appropriation or disbursements shall be made in excess of the annual income and accumulated funds of the corporation and any balance of any appropriation not

withdrawn at the end of the fiscal year shall revert to the general fund. At the end of the fiscal year, the Board shall cause to be reviewed or audited, in accordance with generally accepted accounting principles within the industry, all financial records.

The board of directors shall have the power to establish committees as provided in Section 10 of Article VI whenever in its judgment it may deem advisable. It shall ensure that a suitable bond is given to the corporation by such officers and employees as in its judgment should be required to give bond. It may provide indemnification for any person or class of persons in addition to the indemnification set forth in the articles of incorporation whenever in its judgment it may deem such action advisable, provided that the board of directors shall not have the power to indemnify any person or class of persons who shall be adjudged liable for gross negligence or willful misconduct in the performance of a duty to the corporation.

It shall appoint the president of the corporation and shall have the authority to employ a general counsel and such other persons as may be necessary for the proper conduct of the corporation's business. It may designate any officer of the corporation as chief executive officer, chief operating officer, chief financial officer or any other appropriate title or designation.

The board of directors shall further be authorized to execute any other powers as may be necessary or advisable in carrying out the purposes and activities of the corporation and fulfilling their duties under the laws of the State of West Virginia.

Section 13. **Disqualification.** If any elected director of the corporation shall cease being "active in the banking industry" or "active in banking," as defined in Article III, Section 8, or if any elected director shall become employed by another bank who already holds a seat on the board, it shall be the duty of the board of directors to declare a vacancy in such position, which shall thereby become vacant and shall be filled in accordance with the provisions of Section 9 of this Article.

Section 14. **Removal of Directors.** The board of directors may at any time for any reason, remove any of the elected directors upon the affirmative vote of two-thirds of all the members of the board of directors.

Section 15. **Expense.** The mileage or lodging expenses of the members of the board of directors incurred in carrying out the official business of the corporation shall be reimbursed by the corporation, except that the board of directors shall not incur or contract on behalf of the corporation any liability beyond reasonable and customary costs associated with such expenditures.

Section 16. **Contracts with Directors and Officers.** In conformance with the laws of the State of West Virginia, no contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers is or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, except as provided in Section 17 below, if: (1) the fact of such relationship or interest is disclosed or known

to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 17. **Loans.** In conformance with the laws of the State of West Virginia, no loans shall be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

## **ARTICLE V Officers**

Section 1. **Executive Officers.** The executive officers of the corporation shall consist of a chairman, a chairman-elect, a vice chairman and the immediate past chairman who must be senior executive officers of bank members. The vice chairman shall be elected at the annual meeting of members and shall serve through July 31 of the following year and until his successor is elected and qualified. Each year, upon the election of a new vice chairman, the vice chairman shall become the chairman-elect, the chairman-elect shall become chairman, and the chairman shall become immediate past chairman. A person who has served a full term as chairman shall not thereafter be eligible for executive office. If a chairman-elect fills the unexpired term of chairman, such service shall not affect his term as chairman upon the adjournment of the next annual meeting of members. No two executive offices may be held by the same person. No Category of bank members may be represented by more than two officers at any given time.

Section 2. **Appointive Officers.** The chief executive officer of the corporation shall consist of a president, who shall also serve as treasurer for all purposes under West Virginia corporate law unless the board of directors designates and appoints a treasurer in addition to the president. The president shall be appointed annually by the board of directors at the first meeting following the annual meeting of members or as soon thereafter as may be practicable. The board of directors may appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the board of directors. Each appointive officer of the corporation shall be appointed annually by the board of directors, and shall hold office until his successor is duly appointed or, if earlier, until his death, resignation or removal from office. An appointive officer may be appointed for more than one term. The president and any other appointive officer who shall be designated by the board of directors shall receive such salary as may be fixed from time to time by the board of directors. The appointive offices of president and secretary may not be held by the same person. All other appointive offices may be held by the same person if so provided by the board of directors.

Section 3. **Disqualification of Executive Officer.** If any executive officer shall cease being “active in the banking industry” or “active in banking” within West Virginia, as defined in

Article III, Section 8, or shall otherwise become ineligible to hold office, it shall be the duty of the board of directors, to declare a vacancy in such position.

Section 4. **Removal of Officers.** The members of the corporation may, at any annual or special meeting of the members of the corporation, for any reason, remove any of the executive officers upon the affirmative vote of two-thirds of all of the members of the corporation. Any appointive officer may be removed by the board of directors at any time for any reason upon the affirmative vote of a majority of the board of directors.

Section 5. **Vacancies.** Except as otherwise provided herein, a vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority of the board of directors for the unexpired portion of the term.

Section 6. **Chairman.** The chairman shall preside at all meetings of the members, of the board of directors and the executive committee. He shall appoint annually all standing committees provided for in the bylaws, except the Executive Committee, the members of each of which shall be elected as otherwise provided for in these bylaws. He shall also appoint all committees created by the members, acting as a body, or by the board of directors unless otherwise ordered. He may at any time remove the chairman or any member of any committee appointed by him and appoint a replacement. In general, he shall perform all duties usually incident to the office of chairman and such other duties as may be prescribed by the board of directors or by resolution of the members, acting as a body, from time to time. Unless the board of directors designates and appoints an appointive officer to serve as president, the chairman shall also be the president of the corporation. The chairman shall be an ex-officio member of all standing and other committees authorized by the bylaws but shall have only those voting rights on such committees as shall be specifically provided in these bylaws.

Section 7. **Chairman-Elect.** The chairman-elect shall perform the duties of the chairman during the absence or disability of the latter, and in case of the death, resignation or other disqualification of the chairman, it shall be the duty of the chairman-elect to assume the office of chairman and perform the duties of the chairman for the unexpired term. He shall assist the chairman in any way called upon and shall aid in promoting the objects of the corporation and in extending its membership and influence.

Section 8. **Vice Chairman.** The vice chairman shall perform the duties of chairman-elect during the absence or disability of the latter, and in the case of the death, resignation or other disqualification of the chairman-elect it shall be the duty of the vice chairman to assume the office of the chairman-elect and perform the duties of the chairman-elect for the unexpired term, and thereafter to assume the duties of chairman pursuant to the provisions of Section 1 of this Article. He shall perform such other duties as from time to time may be assigned to him by the chairman or by the board of directors.

Section 9. **President.** The president shall be the principal executive officer of the corporation, shall devote his time and attention to promoting the objectives of the corporation, extending its membership and influence, and subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He shall attend all meetings of the board of directors, shall keep in close touch with all of the activities of the

corporation and all of the committees, and shall inform the members regarding matters of interest to them. Unless the board of directors designates and appoints a treasurer other than the president, he shall also serve as treasurer of the corporation. He shall be responsible for seeing that all duties of the appointive officers are carried out hereunder, and he shall have any powers necessary to supervise and control the business and affairs of the corporation.

The president shall have the authority to establish committees, ad hoc committees, working groups or task forces in addition to the standing committees or any other committee, working group or task force created in accordance with these bylaws as he may deem necessary to carry out his duties and obligations and or accomplish the goals and objectives of the corporation. The president shall define the role or purpose of any such body as well as define or limit the term of existence of any such body. The members of any such body shall be appointed by the president, who may at his discretion also serve as a member of any such body. The president shall regularly report on the creation and activities of any committees, working groups or task forces formed under this section to the board of directors at regularly scheduled meetings of the board as needed or at the request of the chairman of the corporation.

He may sign deeds, mortgages, bonds, contracts or other instruments which members acting as a body or the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the members or board of directors, or by these bylaws or by statute, to some other officer or agent of the corporation. He shall be responsible for collecting the annual dues of the members and depositing them to the benefit of the corporation within thirty days after receipt thereof. He shall also review and approve all bills and items of expense incurred by the corporation, provided the amount of such bills and items of expense shall be within the limitations of the annual budget and authorization of the board of directors. He shall provide a surety bond in such amount and form as shall be approved by the board of directors, the premium for which bond shall be paid by the corporation. He shall be responsible for and have charge of any official publication of the corporation and shall perform such other duties as may be required of him from time to time by the elective officers and the board of directors.

Section 10. **Treasurer.** The treasurer shall have custody of all money of the corporation constituting the general fund. All money received by him shall be deposited in the name of the corporation in one or more member banks designated by the board of directors. He shall pay the liabilities of the corporation upon drafts drawn by the duly authorized officers of the corporation. The treasurer shall make a full report of all receipts and expenditures to the annual meeting of the members of the corporation and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the chairman or by the board of directors. In case of death, resignation, disability or disqualification of the treasurer, it shall be the duty of the board of directors to elect a treasurer of the corporation to serve the unexpired term. Any assistant treasurer, if and when appointed, shall assist the treasurer in such duties as may be assigned to him by the president, the treasurer, the elective officers and the board of directors. The treasurer shall provide a surety bond in such amount and form as shall be approved by the board of directors, the premium for which bond shall be paid by the corporation.

Section 11. **Secretary.** The secretary shall cause to be kept a complete and accurate record of the proceedings of the members. He shall have charge of the records of the board of

directors and executive committee, and each committee shall at the end of its services turn over to him its records, which shall become the property of the corporation. The secretary shall also perform all other duties usually incident to the office of secretary, and such other duties as from time to time may be assigned to him by the president, if applicable, the elective officers and the board of directors. Any assistant secretary, if and when appointed, shall assist the secretary in such duties as may be assigned to him by the president, the secretary and the board of directors.

## **ARTICLE VI Committees**

Section 1. **Standing Committees.** The standing committees of the corporation are hereby established as follows:

- Executive Committee
- Legislative and Governmental Relations Committee
- Audit Committee
- Employee Compensation and Benefits Committee
- Board of Trustees of the West Virginia School of Banking

Section 2. **Composition and Appointment of Standing Committees.** The chairman of the corporation shall appoint all standing committees, except the executive committee. The chairman of the corporation shall designate the chairman of each such committee immediately following his installation as chairman of the corporation. Each standing committee shall have at least one member who is also a member of the board of directors. Committee members shall serve for staggered two-year terms with no limitation on the number of consecutive terms that may be served.

Section 3. **General Duties of Standing Committees.** The standing committees shall give consideration to all matters of interest and benefit to the membership of the corporation, within the scope of their responsibilities, and shall make such recommendations as they see fit to the board of directors.

Section 4. **Voting Power of the Chairman.** In the event the deliberations of any standing committee, other than the executive committee, shall result in a tie vote between the members thereof, then the chairman of the corporation, as an ex-officio member of such committee, shall have the right to cast his vote. This provision shall in no way limit or prohibit the power of the chairman of the corporation to vote as a full voting member of the executive committee.

Section 5. **Executive Committee.**

(a) **Appointment.** 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. For purposes of these bylaws, the phrase "active in banking" shall have the meaning ascribed thereto in Article III, Section 8. The president shall be an ex-officio member of such

executive committee, but he shall have no voting powers. 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.

(b) **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 and except also that 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.

(c) **Meetings.** 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. Special meetings of the executive committee may be called by any member thereof upon not less than twenty-four hours notice stating the place, date and hour of the meeting, which notice may be written or oral. Oral notice may be given to a member by delivery of a telephone message to his place of business or his residence. Any member of the executive committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the executive committee need not state the business proposed to be transacted at the meeting.

(d) **Quorum.** 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.

(e) **Action without a Meeting.** 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 each member of the executive committee.

(f) **Procedure.** The chairman of the corporation shall be the presiding officer of the executive committee. The executive committee may fix its own rules of procedure which shall not be inconsistent with these bylaws.

(g) **Duties.** The executive committee shall review the activities of the corporation, determine whether the corporation is fulfilling its purposes, examine expenditures, and determine the general welfare of the corporation. Annually, the executive committee shall review the audit and financial reports of the corporation and evaluate the performance of the president.

**Section 6. Legislative and Government Relations Committee.** The committee on legislative and government relations shall consider federal, state and local statutes and proposed statutes affecting the powers, privileges, duties, and obligations of the members of the corporation, and it shall promote the enactment of legislation which it believes beneficial to the banking industry and the general public and oppose the enactment of legislation which it believes inimical to the banking industry and the general public. No action of the committee shall be inconsistent with any established policy of the corporation. In cases arising between the annual meeting of the members or meetings of the board of directors where it becomes necessary, in the judgment of the president, to immediately determine corporation policy in favor of or in opposition to pending

federal or state legislation, he shall submit such question of policy to the corporation'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 corporation.

Section 7. **Audit Committee.** The audit committee shall be responsible for the oversight of the corporation's financial reporting process, annual review of the corporation's expenditures, selection of an independent auditor, and examine the reviewed or audited results.

Section 8. **Employee Compensation and Benefits Committee.** The employee compensation and benefits committee shall oversee the investment strategy and financial responsibilities of the corporation's frozen defined-benefit pension plan and make recommendations to the board of directors to reduce the corporation's risk profile and financial burden. The committee shall also review and ratify employee compensation policy established by the president of the corporation including salary, retirement benefits, life, health, and other insurance benefits and may make recommendations to the board of directors as it deems necessary.

Section 9. **The Board of Trustees of the West Virginia School of Banking.** The Board of Trustees of the West Virginia School of Banking, heretofore established by the West Virginia Bankers Association, shall be a standing committee of the corporation, 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, trust services and principles of trust law, financial analysis, basic management principles, and such other subjects as may be deemed appropriate from time-to-time by said board.

Section 10. **Other Committees, Working Groups, and Task Forces.** The board of directors shall have the power to establish committees, ad hoc committees, working groups or task forces in addition to the standing committees provided for in the bylaws whenever in its judgment it may deem advisable. The board of directors shall define the role or purpose of any such body as well as define or limit the term of existence of any such body. Unless otherwise provided by the board of directors, the members of any such body shall be appointed by the chairman, who may at his discretion also serve as an ex-officio member of any such body and shall vote only in the event of a tie vote among members of the body. Committees, working groups or task forces formed under this section may report on their activities to the board of directors at regularly scheduled meetings of the board as needed or at the request of the chairman of the corporation.

## **ARTICLE VII**

### **Official Policy of the Corporation**

Section 1. **Determination of Official Policy.** The members may, by resolution, direct official policy at any annual or special meeting as provided herein. Unless otherwise directed by the members, the decisions and authorization of appropriate action by the corporation upon matters of economic, financial or legislative policy, or upon any other subject, shall be made by a majority vote of the board of directors.

Section 2. **Resolutions of a Delegate.** Resolutions or subject matter to be presented for the consideration and action of the members of the corporation by any delegate other than a

point of order, a question of procedure or privilege or a matter of courtesy, shall be filed in writing with the president not later than five days prior to the date of the meeting of members at which it is to be presented, and shall be distributed by him to the board of directors prior to such meeting for consideration. The delegate submitting the resolution will, at the proper time be permitted to personally introduce the resolution. Notwithstanding the foregoing, any delegate desiring to submit a resolution or subject matter at any meeting of the members may do so upon the consent of a majority of the delegates present. If consent is granted, the resolution or subject matter shall be referred to the board of directors, for consideration and recommendations, if any. Upon the report of such recommendation by the board of directors, the resolution shall be acted upon at the meeting of members. This section shall not apply to any proposed amendment to the articles of incorporation of the corporation which is governed by Article XI of these bylaws.

Section 3. **Exclusiveness of Resolved Policy.** No opinions expressed, principles advocated or policies suggested in any address or in any committee reports, made at any meeting of the members of the corporation shall be deemed to have had the endorsement of the corporation until the question of determining the policy of the corporation thereon shall have been acted upon in the manner provided in the bylaws or articles of incorporation of the corporation.

## **ARTICLE VIII**

### **Dues**

Section 1. **Payment of Dues of Bank Members.** The annual dues of all bank members shall be paid in advance and shall be due and payable on the first day of May of each year. The annual dues shall be based upon the total deposits held in West Virginia as of June 30 of the previous calendar year as shown by the "Deposit Market Share Report" prepared by the Federal Deposit Insurance Corporation, ("FDIC"). Total in-state deposits shall be adjusted for brokered deposits, net of reciprocal deposits, and deposits obtained through the use of deposit listing services which shall be reported to the Association by each bank member holding such deposits on a form prescribed by the Association. Failure to report such deposits within the time established by the Association for such reporting shall result in no adjustment to the annual dues for such deposits for the subject year.

Each bank member shall annually pay the greater of \$500.00 or dues equal to a fixed rate for each One Hundred Thousand Dollars (\$100,000.00) of deposits, or assets under management if the bank member does not have deposits. The rate will be determined and fixed by the board of directors prior to the end of each calendar year. Dues shall be paid through ACH transaction only whereby the Association grants the originating institution authorization to debit directly from the bank members' accounts. From time to time, the board of directors, in its discretion, may prescribe a maximum amount of annual dues to be paid by bank members. The board shall promptly notify all member banks of the rate prescribed for the ensuing fiscal year.

Section 2. **Dues of Associate Members.** The annual dues of all associate members shall be determined and fixed by the board of directors from time to time. Associate member dues shall be paid in advance and shall be due and payable on the first day of May of each year. Pro-rated dues shall be paid within 30 days of approval of the membership application by the board of directors for the year in which the associate member joins.

A penalty shall be assessed against any associate member for any dues not paid within 60 days of the due date in the amount of 2% of the unpaid dues for every 30 days the dues remain unpaid thereafter. Associate members failing to pay any annual dues within 90 days of the due date are subject to suspension from membership at the discretion of the president and shall forfeit all privileges of associate membership in this corporation until dues are paid in full.

Section 3. **Privileges.** Payment of annual dues shall entitle each bank member or associate member to such privileges of membership afforded to their class of members as the board of directors shall determine from time to time.

## **ARTICLE IX**

### **Seal**

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

## **ARTICLE X**

### **Fiscal Year**

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

## **ARTICLE XI**

### **Procedures for Amending Articles of Incorporation**

The articles of incorporation of the corporation may be amended at any annual meeting of the members of the corporation or special meeting of members called for that purpose, by a vote of a majority of the delegates present and voting. Any proposed amendment to the articles of incorporation may be proposed by the board of directors by its own motion or may be proposed by any bank member of the Association. Any such proposed amendment by a bank member shall be filed in writing with the president, who shall submit such proposed amendment to the board of directors. The board of directors shall be required to set forth any proposed amendment in a resolution, which resolution shall be submitted to the members for a vote.

Notice of any proposed amendment shall be provided to every bank member of the corporation at least fifteen and not more than fifty days prior to the date of the annual meeting of the members or special meeting called to vote on the proposed amendment. The board of directors shall bring any proposed amendment before the meeting under the appropriate order of business with its recommendations if any. Any proposed amendment may itself be amended at the meeting of members at which presented by a majority vote of the delegates present and voting.

## **ARTICLE XII**

### **Procedure for Amending Bylaws**

The bylaws of the corporation may be amended at any regular or special meeting of the board of directors called for that purpose by a majority vote of the board members present and voting.

**ARTICLE XIII**  
**Miscellaneous**

The use of the terms “he” or “his” in these bylaws is intended to include the feminine form of such pronoun, it being the intent of these bylaws that all such references shall be construed as gender neutral.

As amended July 28, 2018