

WEST VIRGINIA INSTITUTE FOR SPIRITUALITY, INC.
BYLAWS

AMENDED JULY 16, 2015

ARTICLE I - General Provisions

1.1 *Name.* The name of the corporation is West Virginia Institute for Spirituality, Inc.

1.2 *Principal Office.* The principal office of the corporation shall be located in the City of Charleston, County of Kanawha, State of West Virginia. The corporation also may have offices at such other places, whether within or without the state of West Virginia, as the board of directors may determine appropriate from time to time or the business of the corporation may require.

1.3 *Books & Records.* The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its board of directors and committees, and shall keep at its principal office a director's book giving the names, addresses, and terms of office of the directors. All books and records of the corporation may be inspected for proper purposes by any director, or the agent or attorney of any director, or any proper person, at any reasonable time.

1.4 *Seal.* The corporate seal shall have inscribed thereon the name of the corporation and the word "Seal." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

1.5 *Fiscal Year.* The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in the same year.

ARTICLE II - Purpose

2.1 *Purpose.* This corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or re-codified, including without limitation the following specific purposes:

(a) The operation of an institute that cultivates and prepares individuals to become or improve their skills as spiritual directors.

2.2 *Reserved*

ARTICLE III - Corporate Status and Regulation of Internal Affairs

3.1 *Non-Profit Corporation.* The corporation is, and shall maintain status as, a nonprofit corporation duly organized and in good standing under the laws of the state of West Virginia.

3.2. *No Participation in Political Campaigns.* This corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

3.3. *Lobbying.* No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

3.4. *No Compensation to Directors or Officers.* No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to any (i) member of the board of directors, (ii) officer, (iii) trustee or

(iv) private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 of these Articles of Incorporation.

3.5. *Distribution of Assets Upon Dissolution.* Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended or re-codified.

ARTICLE IV – Members

The corporation shall have no members. Except as otherwise provided herein, all rights and powers ordinarily inherent by law in members or shareholders of a corporation shall be possessed and exercisable by the directors of the corporation as set forth herein.

ARTICLE V - Directors

5.1 *General Powers.* The business, property, and affairs of the corporation shall be managed, and its powers shall be exercised by its board of directors. However, to the extent not inconsistent with applicable law, the articles of incorporation or these bylaws, the board of directors may delegate the performance of any duties or the exercise of any powers to such officers, agents, and committees as the board may from time to time, by resolution, designate.

5.2 *Number.* The corporation shall have seven (7) directors and directorships. Such number may be increased or decreased from time to time by amendment of these bylaws, to the extent consistent with provisions of the articles of incorporation. No amendment of these bylaws to decrease the number of directors shall be effective to shorten the term of any director then serving.

5.3 *Qualifications of Directors.* No salaried employee of the corporation may serve as a director. No person may serve as a director unless he is of good moral character. Directors need not be residents of the State of West Virginia.

5.4 *Nominations.* The directors other than the initial board of directors appointed in the articles of incorporation shall be appointed at the annual meeting. At the annual meeting of the board of directors, the board of directors shall nominate one or more individuals to fill the directorship of each director whose term of office will expire at such annual meeting. Subject to

5.5 *Appointment.* At any meeting of the board of directors at which nominations are made (the annual meeting in the case of nominations to fill expired terms), the board of directors then serving, including any director whose term of office then expires, shall consider, in the order nominated, the nominees to fill each directorship. The first nominee, relative to each directorship, who receives the affirmative vote of a majority of all the directors then serving shall thereby be appointed to fill that directorship.

5.6 *Term.* The term of each director shall commence at the meeting at which he or she is appointed, immediately following the appointment of directors at that meeting, and expire at the annual meeting indicated in this Section, immediately following the appointment of directors at that meeting, and upon qualification of his or her successor, or until he or she is removed as provided herein.

(a) *Initial terms.* By resolution of a majority of all the directors then serving at the meeting of the board of directors at which these amended bylaws are adopted, directors shall be appointed to initial terms as follows: (i) two (2) directors shall be appointed to an initial term expiring at the first annual meeting of the board of directors; (ii) two (2) directors shall be appointed to initial terms expiring at the second annual meeting; and (iii) three (3) directors shall be appointed to initial terms expiring at the third annual meeting. The initial term of office of a director appointed due to an increase in the number of directorships shall expire on the first, second or third annual meeting of the board of directors next following such appointment, as the board shall determine appropriate so that, as nearly as possible, the terms of office of one-third of all the directors expire in each year.

(b) *Regular Terms.* Following expiration of each initial term of office set forth in the preceding paragraph, the term of office of each director shall be three (3) years, expiring at the third annual meeting of members following election; provided that the term of office of a director elected to fill a vacancy on the board pursuant to Section 5.9(a) shall be the unexpired term of office of his or her predecessor.

5.7 Director Tenure Limitations . No individual shall be appointed to a term (three years per Section 5.6b) as a director which would, by fulfillment of such term, cause that person to serve as a director for a continuous period of more than nine (9) years. Any person disqualified from appointment to a term as director under this Section shall remain disqualified for a period of one year, but thereafter may be appointed to additional terms.

5.8 Rights & Liabilities.

(a) *Rights to Assets.* Notwithstanding that the directors of the corporation otherwise possess all rights and powers ordinarily inherent by law in members or shareholders of a corporation, the directors shall have no right, title or interest whatsoever in the corporation's income, property or assets, nor shall any portion of such income, property or assets be distributed to any director on the dissolution or winding up of this corporation.

(b) *Liabilities to Third Parties.* Directors shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments, to the extent allowable by law.

(c) *Liabilities to the Corporation.* A director shall not be personally liable to the corporation for monetary damages for any action taken or any failure to take any action, unless such director has breached or failed to perform his duties as a director, including his duties as a member of any committee of the board of directors upon which he may serve, pursuant to the standard of care set forth herein, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Each director shall stand in a fiduciary relationship to the corporation and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (i) one or more officers or employees of the corporation who the director reasonably believes to be reliable and competent in the matters presented;
- (ii) counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
- (iii) a duly constituted committee of the board upon which he does not serve, as to matters within its designated authority, which committee the director reasonably believes merits confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interest of the corporation, consider the effects of any action upon employees, upon financial contributors and sponsors of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standard of care set forth herein. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interest of the corporation.

5.9 Replacement of Directors.

(a) *Vacancies.* Any vacant directorship, whether due to death, removal, resignation, or otherwise, shall be filled by the remaining board of directors, though less than a quorum, at the earliest practicable meeting following such vacancy by nomination of one or more nominees and appointment of a director to fill the vacant directorship, all consistent with the procedures set forth at Sections 5.4 and 5.5. The term of office of a director so appointed shall be the unexpired term of office of his predecessor.

(b) *Removal of Directors.* A director may be removed, but only for cause, at any meeting of the board of directors by the vote of two-thirds of all the directors then serving. Any vacancy caused by such removal may be filled at such meeting or as soon thereafter as practicable. Cause for removal of a director shall include that director's failure to be present at three consecutive regular meetings of the board of directors.

(c) *Resignation of Directors .* A director may resign his office at any time as provided herein. Resignation shall be made in writing submitted to the secretary. Such resignation shall be effective upon the next meeting of the board of directors, whether regular or special, provided notice of resignation was given to the secretary at least 30 days prior to such meeting, or provided the remaining directors unanimously consent to such resignation without said 30 day notice.

ARTICLE VI - Meetings; Corporate Action

6.1 *Place of Meetings.* Regular meetings of the board of directors shall be held at the principal office of the corporation unless the board of directors, by resolution, determines any regular meeting shall be held at some other location, whether within or outside the state of West Virginia. In the event that a regular meeting is to be held at some other location pursuant to determination by the board of directors, each director shall be given notice of the place of such regular meeting. Special meetings of the board of directors shall be held at the place set forth in the notice of said meeting.

6.2 *Regular Meetings.* Regular meetings of the board of directors shall be held as frequently as the board shall determine appropriate; provided that an annual meeting of the board of directors shall be held each calendar year. Each regular meeting (including the annual meeting) shall be held on such date as determined by resolution of the board at a meeting preceding the meeting at issue; provided that the date of a regular meeting may be changed by a subsequent resolution of the board. At each annual meeting of the board of directors, the board of directors shall appoint a director to fill the directorship of each director whose term of office shall expire thereon, shall organize itself for the coming year, and shall appoint and notify the officers of the corporation for the year. At any regular meeting (including the annual meeting) of the board of directors, the board shall transact all such business properly brought before the board as may be necessary or appropriate.

6.3 *Special Meetings.* Special meetings of the board of directors may be called at any time by the president, or shall be called by the secretary upon written request of three (3) directors. A special meeting may be called to consider any matter within the authority of the board of directors. Any notice of a special meeting of the board of directors shall specify the matters to be considered at said meeting. No other matter may be considered or decided at a special meeting of the board of directors except by the unanimous consent of all directors then serving.

6.4 *Notice of Meetings.* No notice of regular meetings of the board shall be required, except as to any notice expressly required pursuant to Sections 6.1 or 6.2 or this Section 6.4. The secretary shall provide written notice to all directors of any special meeting. Such notice shall state the time, place, and purpose of the special meeting, shall state the authority pursuant to which it is issued (e.g., "by order of the president"), and shall be signed by the secretary. Notwithstanding other provisions of these bylaws, when a meeting is called for the purpose of authorizing the sale of all or substantially all the corporation's assets or for the purpose of amending the bylaws, at least ten days notice shall be provided to all directors, and such notice shall set forth the nature of the business intended to be transacted. Any notice required herein shall be deemed served when deposited postage prepaid in the United States mail addressed to the sendee at his last address provided to the secretary or electronically transmitted to the addressee by facsimile, electronic mail or similar means to his last electronic address for such means of electronic transmission provided to the secretary. Any notice required herein shall be sufficient if mailed or transmitted at least ten (10) days prior to the subject meeting. Any director may waive notice, and attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends such meeting for the express purpose of objecting to the meeting on the basis that it is not lawfully convened due to lack of notice.

6.5 *Telephonic Meetings.* Meetings of the board of directors, whether regular or special, may be held by means of telephone conferences or equipment of similar communications by means of which all directors participating in the meeting can hear each other. Any vote of the directors in connection with any corporate action may be taken orally during any such telephonic meeting. The result of any vote thus taken shall have like effect and validity as if reached by the voting directors at a meeting at which the directors were present in person if, either the result of such vote is reduced to writing and approved by the directors at their next regular meeting, or, in the case of a unanimous vote, the provisions of Section 6.9 of these bylaws are followed.

6.6 *Quorum.* Except as otherwise provided, a majority of the number of directors fixed by the bylaws shall constitute a quorum for the transaction of business at any meeting of the board. When a quorum is once present to organize a meeting of the board of directors, it is not broken by the subsequent withdrawal from the meeting of any director. If less than a majority of the board of directors is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

6.7 *Corporate Action.* Except as otherwise required by Section 6.8 of these bylaws, by the articles of incorporation, or by law, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors and of the corporation.

6.8 *Actions Requiring Super Majority Vote.* Notwithstanding other provisions of these bylaws, the board of directors may take any action set forth below only upon the affirmative vote, or approval and consent, of at least two-thirds of all the directors then serving on the board:

- (a) Amendment of the Articles of Incorporation.
- (b) Amendment of these Bylaws

(c) Removal of directors.

6.9 *Action by Unanimous Written Consent.* Any action required or allowed by law may be taken without a meeting, provided that each and every director then serving consents in writing to such action. Action by unanimous written consent shall have the same force and effect as action by unanimous vote of the directors at a properly called meeting. Action by unanimous written consent shall be taken as follows. Any director may informally poll all directors then serving, either collectively or individually, as to their consent to the proposed action. If all directors indicate their consent to the proposed action, a writing setting forth the proposed action, stating that said action is taken by unanimous written consent of the directors, and carrying signature lines for all directors shall be circulated among all directors of the corporation. Upon execution of the writing by all directors, the actions set forth therein shall be the acts of the corporation. A director may elect to refuse to execute the writing despite the fact that he previously indicated his consent to the action.

If any director is prevented from executing such a writing within a reasonable time due to his physical remoteness, the consent of such director may be obtained as follows. A copy of the writing shall be transmitted by facsimile to the director where he then is located. Upon receipt of the facsimile copy, the director shall execute the same if he consents to the action therein set forth, and, following such execution, the director shall transmit the executed copy by facsimile and shall mail the facsimile copy carrying the director's original signature to the secretary. The acts set forth in the writing shall be the act of the corporation upon the secretary's receipt of facsimiles indicating the execution of the writing by all directors who have not otherwise executed the original of the writing. In such a case, a facsimile of a director's signature shall be effective the same as the director's original signature.

6.10 *Conduct of Meetings.* All meetings of the board of directors shall be governed by Roberts Rules of Order, as from time to time revised, except as those rules are inconsistent with these bylaws, the articles of incorporation, or applicable law. The director holding the office of president shall be the ex-officio chairman of the board of directors, and the director holding the office of vice-president shall be the ex-officio vice-chairman of the board of directors. The chairman, or in the chairman's absence the vice-chairman, shall preside at board meetings. The order of business at any meeting of the board of directors shall be as follows:

- (a) Determination of directors present and existence of quorum.
- (b) Proof and filing by secretary of notice of meeting, if notice required.
- (c) Reading and disposal of prior unapproved minutes of the board.
- (d) Reports of officers.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

6.11 *Minutes.* The secretary shall cause minutes of all meetings of the board of directors to be prepared. Such minutes shall be distributed to the directors for approval at the next meeting of the board of directors. The secretary or his or her designee shall forward copies of approved minutes to any director who shall request the same.

6.12 *Presumption of Assent.* A director who is present at a meeting of the board of directors at which action is taken shall be presumed to have assented to the action taken unless (i) he or she abstained or voted against such action, and (ii) his or her dissent or abstention is entered in the minutes of the meeting or he or she files a written dissent with the person serving as secretary of the meeting immediately following its adjournment.

ARTICLE VII - Officers

7.1 *Designated Officers.* The officers of the corporation shall be a president, one or more vice-presidents (as shall be determined by the board of directors), a secretary, a treasurer, and such other officers as may be appointed in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, 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. Any two or more offices may be held by the same person, except the offices of president and secretary.

7.2 *Nomination, Appointment & Terms of Office.* The board of directors, by resolution at the meeting of the board at which these bylaws are adopted, shall appoint officers to serve terms expiring at the next annual meeting of the board of directors. Thereafter, at each annual meeting of the board of directors, following the appointment of directors, the board of directors shall nominate one or more persons to fill each office, and the board shall consider, in the order nominated, such nominees. The first nominee, relative to each office, who receives the affirmative vote of a majority of the directors present at the meeting shall thereby be appointed to fill such office for a one year term expiring at the annual meeting of the board in the following year. If for any reason, one or more offices are not filled at any annual meeting of the board, officers shall be appointed to fill such offices as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors, with such officers' terms to expire at the next annual meeting of the board. Each officer shall hold office until his successor has been duly appointed and shall qualify.

7.3 *Officer Tenure Limitation.* No individual shall serve more than six (6) consecutive terms in the same office. Note: Per section 7.2 one (1) term of office runs from annual meeting to annual meeting.

7.4 *Replacement of Officers.*

(a) *Vacancies.* A vacancy in any office, whatever the cause, may be filled by the board of directors for the unexpired portion of the term of office.

(b) *Removal of Officers.* Any officer of the corporation may be removed, with or without cause, at any time, by the board of directors whenever, in the board of directors' judgment, the corporation would best be served thereby.

(c) *Temporary Absence.* In case of the temporary absence of any corporate officer or his inability for any reason to perform the duties of his office for longer than fifteen days, the board shall delegate the powers and duties of such officer to another officer, director, or employee of the corporation during the period of the absence or disability.

7.5 *Powers & Duties of Officers.*

(a) *President.* The president shall be the chief executive officer of the corporation and the chairperson of

each standing committee of the board, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. The president:

(i) May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors or these bylaws to some other officer or agent of the corporation or is required by law to be otherwise signed and executed; and

(ii) Shall perform all other duties generally incident to the office of president and such other duties as may be prescribed by the board of directors.

(b) *Vice-Presidents.* In the absence of the president or in the event of the president's inability or refusal to act, the vice-presidents, in the order of their election, shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. Any vice-president shall perform such additional duties as may from time to time be assigned to him or her by the president or by the board of directors.

(c) *Treasurer.* The treasurer shall:

(i) If required by the board of directors, give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors may deem appropriate;

(ii) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(iii) Receive and give receipts for monies due and payable to the corporation from any source and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors;

(iv) Disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation;

(v) Keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; and

(vi) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors.

(d) *Secretary.* The secretary shall: Attend, and keep the minutes of, all meetings of the board of directors in one or more books provided for that purpose, and perform like duties for all committees of the board of directors;

- (i) See that all notices are duly given in accordance with these bylaws or as required by law;
- (ii) Be custodian of the corporate records of the corporation;
- (iii) Have custody of the corporate seal of the corporation and have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature.
- (iv) Keep a director's book containing the names, addresses, and terms of office of all directors of the corporation;

(i) Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the director's book, the minutes of any meeting, and the other records of the corporation; and

(ii) Perform all duties generally incidental to the office of secretary and such other duties as may from time to time be assigned to the secretary by the president or by the board of directors.

(e) *Assistant Treasurers & Assistant Secretaries.* The assistant treasurer shall perform the duties of the treasurer in the treasurer's absence or disability, and shall perform such duties as may be assigned to him by the board of directors, the president or the treasurer. The assistant secretary shall perform the duties of the secretary in the secretary's absence or disability, and shall perform such duties as may be assigned to him by the board of directors, the president or the secretary. If so required by the board of directors, the assistant treasurer shall give a bond for the faithful discharge of his duties in such sums and with such sureties as the board of directors may deem appropriate.

7.6 Supervision over Officers. The board of directors shall exercise general supervision and control over the corporate officers and shall require such information and reports from the officers, both formal and informal, as may in the judgment of the board be necessary or advisable. The board may require the attendance of any officer at any board meeting. The president and secretary of the corporation shall customarily attend each board meeting.

7.7 Qualification. At any time, only individuals who are then serving as directors may be officers of the corporation.

ARTICLE VIII-Staff

The corporation may, in the board of directors' discretion, employ one or more staff members, including without limitation an executive director, to perform such duties as the board may determine or delegate from time to time. Staff members shall be paid such salary or wages, and such benefits, as the board may determine. No director may be employed as a staff member.

ARTICLE IX Committees

9.1 *Standing Committees.* The board of directors shall have an executive committee, to be composed of such members, to have such purposes and functions and to act, as set forth in this Article. Other Standing Committees shall be nominating, development, and property committees. The makeup of Standing Committees shall be composed of at least one member of the Board and other members as needed.

9.2 *Special Committees.* From time to time, the board of directors, by resolution, may establish one or more special committees, each to consist of two (2) or more directors, which committees shall have and exercise the authority of the board of directors and the management of the corporation to the extent provided by said resolution.

9.3 *Limitation on Authority.* No committee may take the following actions:

- (a) Amend, alter, or repeal these bylaws;
- (b) Elect, appoint, or remove any member of any such committee or any director or officer of the corporation;
- (c) Amend the articles of incorporation, restate the articles of incorporation, adopt a plan of merger or adopt a plan of consolidation with another corporation;
- (d) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;
- (e) Adopt a plan for the distribution of the assets of the corporation;
- (f) Authorize the voluntary dissolution of the corporation or revoke proceedings therefore; or
- (g) Amend, alter, or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

9.4 *Purpose & Functions.*

(a) *Executive Committee.* The Executive Committee shall act for the board of directors in matters arising in the interim between meetings of the board. Subject to Section 9.3, the Executive Committee shall be authorized and empowered to take any action the board of directors could take by majority consent at a meeting of the board duly called and held.

(b) *Nominating Committee.* The Nominating Committee shall submit nominations for officers of the board of directors at its last monthly meeting prior to the Annual Meeting. It shall also function to maintain a full board of directors by submitting nominees for an expired term within thirty (30) days after a vacancy occurs and by monitoring attendance at committee and board meetings.

(c) *Development Committee.* The Development Committee shall be responsible for seeing that sufficient funds are raised to carry out the mission. It shall function as the information and action source for acquiring funds, tracking grant writing activities in coordination with the Executive Director, and presenting this information and results of actions to the board.

(d) *Property Committee.* The purpose of the Property Committee is to coordinate maintenance, improvements, plans, and implementation of plans for the interior and exterior of the Center. This includes, but is not limited to the following:

Exterior:

Roof, gutters, exterior surfaces, greenhouse, windows, garage

Landscaping

Plants, shrubs, trees, sidewalks, gates, pond

Interior

Plumbing, electrical wiring, ceilings & walls, floors, lower level waterproofing remodeling

(e) *Special Committees.* Board The purpose and function of any special committee shall be set forth in the resolution by which such committee is established by the board of directors.

(f) *Liaisons.* The Liaisons shall be members of the board of directors designated to work with staff personnel on specific programs, activities and operations. They shall function as intermediaries and/or responsible guides to ensure information sharing and concerted efforts of the programs activities and operations with the board of directors.

9.5 Membership.

(a) *Executive Committee.* The Executive Committee shall be composed of all the officers of the corporation as ex officio voting members, and the immediate past president as an ex officio non-voting member. Additionally, the executive director (if such staff member is employed pursuant to Article VIII) shall be an ex officio non-voting member of the Executive Committee.

(b) *Nominating Committee.* The Nominating Committee shall consist of a minimum of one (1) and a maximum of two (2) members of the board of directors and the Executive Director.

(c) *Development Committee.* The Development Committee shall consist of a minimum of six (6) and a maximum of ten (10) board of directors' members, and interested volunteers from the communities served.

(d) *Property Committee.* The Property Committee shall consist of a minimum of six (6) and a maximum of ten (10) board of directors members and interested volunteers from the communities served. One (1) member will serve as Facility Care Liaison. One (1) member will serve as Hospitality Liaison.

(e) *Special Committee.* A Special Committee shall consist of a minimum of two (2) and a maximum of six (6) board of directors members, and interested volunteers from the communities served.

(f) *Liaisons.* The Liaisons shall be board of directors' members numbering one (1) per program activity, or operation.

(g) *Property Committee.* The Property Committee shall consist of a minimum of six (6) and a maximum of ten (10) board of directors members and interested volunteers from the communities served. One (1) member will serve as Facility Care Liaison. One (1) member will serve as Hospitality Liaison.

(h) *Special Committee.* A Special Committee shall consist of a minimum of two (2) and a maximum of six (6) board of directors members, and interested volunteers from the communities served.

9.6 *Term of Office.* Each committee member appointed to a committee by the board of directors (i.e., a non-ex officio member) shall serve a term of office expiring at the next Annual Meeting of the board of directors and until his or her successor is appointed, unless such member is removed from the committee or no longer qualifies as a member of the committee.

9.7 *Dissolution of Committees.* The board of directors may, by resolution, at any time and for any reason dissolve any special committee.

9.8 *Replacement of Committee Members.* The following provisions apply only to committee members who are not ex officio members:

(a) *Vacancies.* Vacancies in the membership of any committee may be filled by appointment by the board of directors, and any member so appointed shall serve for the unexpired term of her/his predecessor.

(b) *Removal.* Any committee member may be removed by resolution of the board of directors.

(c) *Resignation.* Any committee member may resign her or his office at any time. However, such resignation shall not be effective until the next regular meeting of the board of directors, or, in the case of resignation of the committee member from- the board of directors, until said resignation is effective.

9.9 *Meetings.*

(a) *Executive Committee.* Meetings of the Executive Committee may be called at any time by the president, or shall be called by the secretary upon written request of any two members of the committee. The secretary shall provide all members of the Executive Committee with written notice of a meeting at least 48 hours prior to such meeting.

(b) *Nominating Committee.* Meetings of the Nominating Committee will be held prior to the last monthly meeting before the annual meeting and at such times when a vacancy occurs in the membership of the board of directors.

(c) *Development Committee.* Meetings of the Development Committee shall be monthly and/or as determined necessary.

(d) *Property Committee.* Meetings of the Property Committee shall be monthly and/or as determined necessary with subcommittees meeting as determined necessary.

(e) *Special Committee.* A special committee of the board of directors shall meet from time to time, as necessary to fulfill its purpose and function. The designated chair shall provide all members of a special committee with a notice of the meeting by phone, fax, E-mail, or post a week in advance of the meeting unless there is an emergency.

(f) *Liaisons.* Meetings of the Liaisons with designed staff shall be monthly and/or as necessary.

9.10 *Telephonic Meetings.*

Meetings of committees may be held by means of telephone conferences or equipment of similar communication by means of which all members participating in the meeting can hear each other. Any vote of the members in connection with any committee action may be taken orally during any such telephonic meeting. The

result of any vote thus taken shall have like effect and validity as if reached by the voting members at a meeting of the committee at which the members were present in person if, either the result of such vote is reduced to writing and approved by the committee at its next meeting, or, in the case of a unanimous vote, the provisions of Section 9.12 of these bylaws are followed.

9.11 *Quorum & Committee Action.* A majority of the voting members of a committee shall constitute a quorum, and the act of a majority of the voting members present at a meeting of the committee at which a quorum is present shall be the act of the committee. An act of a committee shall be the act of the corporation to the extent said act is consistent with the committee's authorization by resolution, these bylaws, the articles of incorporation, and applicable law.

9.11 *Action by Unanimous Written Consent.* Any action required or allowed by law may be taken by a committee without a meeting, provided that each and every voting member then serving on the committee consents in writing to such action. Action by unanimous written consent shall have the same force and effect as action by unanimous vote of the members at a properly called meeting of the committee. Action by unanimous written consent shall be taken as follows. Any member may informally poll all voting members then serving on the committee, either collectively or individually, as to their consent to the proposed action. If all voting members indicate their consent to the proposed action, a writing setting forth the proposed action, stating that said action is taken by unanimous written consent of the voting members of the committee, and carrying signature lines for all voting members shall be circulated among all voting members of the committee. Upon execution of the writing by all voting members of the committee, the actions set forth therein shall be the acts of the committee. A member may elect to refuse to execute the writing despite the fact that she or he previously indicated he or his consent to the action.

If any voting member is prevented from executing such a writing within a reasonable time due to her or his physical remoteness, the consent of such member may be obtained as follows. A copy of the writing shall be transmitted by facsimile to the member where she or he then is located. Upon receipt of the facsimile copy, the member shall execute the same if she or he consents to the action therein set forth, and, following such execution, the member shall transmit the executed copy by facsimile and shall mail the facsimile copy carrying the member's original signature to the secretary. The acts set forth in the writing shall be the act of the committee upon the secretary's receipt of facsimiles indicating the execution of the writing by all voting members of the committee who have not otherwise executed the original of the writing. In such a case, a facsimile of a member's signature shall be effective the same as the member's original signature.

9.13 *Rules.* Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate, provided that such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

9.14 *Responsibility of Directors.* Delegation of authority to a committee shall not relieve the board of directors or any director of responsibility imposed upon it or him by law or these bylaws.

ARTICLE X - Business

10.1 *Contracts.* The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority

may be general, or confined to specific instances. Goodfaith effort shall be made to obtain three (3) bids for any expenditure in excess of \$5,000 with approval of the Executive Committee.

10.2 *Gifts and Contributions.* To the extent not inconsistent with the corporation's purpose, the board of directors or a committee may:

(a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special purposes of the corporation, on such terms as the board of directors or a committee shall approve;

(b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such purposes as the board or committee may determine; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and, after approval of such agreement by the board or committee, devote the principal or income from that donation according to the agreement.

10.3 *Deposits.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

10.4 *Checks, Drafts, Orders for Payment.* All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice-president of the corporation.

10.5 *Loans.* No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. In no event shall the corporation lend its funds to any director, officer or staff member.

10.6 *Voting Shares.* Unless otherwise ordered by the board of directors, the president or any vice-president of the corporation shall have the authority to vote, represent, and exercise on behalf of the corporation all rights incidental to any and all shares of any other corporation standing in the name of the corporation. Such authority may be exercised by the designated officers in person or by proxy.

ARTICLE XI - Conflicts of Interest

No contract or other transaction between the corporation and any other corporation or other entity, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors are pecuniarily or otherwise interested in, or are directors, officers or employees of such other corporation or entity.

Any director, individual, or corporation or entity of which such director may be a director, officer or employee may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, she or such corporation or entity is so interested shall be disclosed or shall have been known to the board, prior to the board's vote on such contract or transaction and such transaction shall be ratified by a vote of the board without counting the vote of any interested director. Any director who is also a director, officer, or employee of such other corporation or entity, or is so interested, may be counted in determining the existence of a quorum at any meeting of the board that shall authorize such contract or transaction, with like force and effect as if he or she were not so interested, but he or she shall not have the right to vote on such contract or transaction.

ARTICLE XII - Notice & Waiver of Notice

12.1 *Notice.* Except as otherwise provided in these bylaws, whenever notice is required by law, or by these bylaws to be given to any director, officer or committee member, such requirements shall not be construed to mean personal notice; and such notice may be given in writing by depositing the same in the United States Postal Service mail, postage paid, addressed to such director, officer or committee member, as the case may be, at his, her or its address as the same appears on the records of the corporation. Delivery shall be deemed complete upon deposit in the mail.

12.2 *Waiver of Notice.* Whenever any notice is required to be given under the laws of the state of West Virginia or under the provisions of the articles of incorporation or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII - Indemnification

The corporation shall indemnify any person who has served or may serve at any time as an officer or director of the corporation, and his heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorneys' fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or a judgment that may be asserted against any such person, or in which any such person is made a party by reason of his being or having been an officer or director of the corporation, if such person acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the corporation. However, this right of indemnification shall not exist in relation to matters as to which such person is adjudged in any action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duties to the corporation, unless the court in such action, suit or proceeding determines that such person is entitled to indemnification and, in any case, the right to indemnification shall be subject to the approval of a majority of the disinterested directors.

ARTICLE XIV - Amendments

Subject to limitations of the laws of the state of West Virginia, the articles of incorporation and these bylaws, these bylaws and the articles of incorporation may be amended, repealed or added to, or new bylaws may be adopted only by a super majority vote of the board of directors pursuant to Section 6.8.

I, Ardath Francke, Secretary of West Virginia Institute for Spirituality, Inc., a West Virginia non-profit corporation, hereby certify:

The foregoing amended bylaws, comprising 17 pages, were adopted as the bylaws of West Virginia Institute for Spirituality, Inc. by its Board of Directors at a regular meeting of the Board of Directors held on September 25, 2003.

Dated: this 25th day of September, 2003. /s Ardath Francke, Secretary of West Virginia Institute for Spirituality, Inc.

I, Richard Stonestreet, Secretary of The West Virginia Institute for Spirituality, Inc., a West Virginia non-profit corporation, hereby certify:

The foregoing amended bylaws, comprising 16 pages, were adopted as the bylaws of The West Virginia Institute for Spirituality, Inc. by its Board of Directors at a regular meeting of the Board of Directors held on August 30, 2013.

Dated: this 30th day of August, 2013 Richard Stonestreet, Secretary of The West Virginia Institute for Spirituality, Inc.

I, Margaret Pace, Acting Secretary of The West Virginia Institute for Spirituality, Inc., a West Virginia non-profit corporation, hereby certify:

The foregoing amended bylaws, comprising 16 pages, were adopted as the bylaws of The West Virginia Institute for Spirituality, Inc. by its Board of Directors at a regular meeting of the Board of Directors held on July 16, 2015.

Dated: this 16th day of July, 2015 Margaret Pace, Acting Secretary of The West Virginia Institute for Spirituality, Inc.