

BYLAWS OF

WEST VIRGINIA CHAPTER OF AMERICAN STRING TEACHERS ASSOCIATION

ARTICLE 1

Purpose

1.1 The purpose of purposes for which the West Virginia Chapter of American String Teachers Association ("the Corporation") is organized are:

any lawful

(i.e. are exclusively for charitable, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or corresponding provision of any subsequent Federal tax laws; and to engage in activities relating to the aforementioned purposes.)

1.2 No part of the net earnings of the Corporation shall inure to the benefit of any member or other private individual within the meaning of Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal Tax Law. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. None of the property of the Corporation shall be distributed directly or indirectly to any member of the Corporation or other individual. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation. In the event of the dissolution or liquidation of the Corporation, any assets then remaining shall be distributed among such organizations as shall qualify at the time as exempt organizations described in Code section 501(c)(3) as the Directors shall determine. The Corporation shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax exempt status under section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal Tax Law. The Corporation shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax exempt status under section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal Tax Law. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

1.3 If at any time the Corporation is or becomes a private foundation as defined in section 509 of the Code, the following additional limitations on the Corporation's activities shall apply:

1.3.1 the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding section of any future Federal Tax Code.

1.3.2 the Corporation will not engage in any act of self dealing as defined in section 4941(d) of the Code, or corresponding section of any future Federal Tax Code.

1.3.3 the Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding section of any future Federal Tax Code.

1.3.4 the Corporation will not make any investments in such manner as to subject it to tax under

section 4944 of the Code, or corresponding section of any future Federal Tax Code.

1.3.5 the Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding section of any future Federal Tax Code.

1.3.6 the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

1.3.7 the Corporation shall not make any expenditures to influence legislation.

The Corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the aforesaid purposes and powers of the Corporation and shall exercise all powers possessed by West Virginia corporations of similar character, including but not limited to the power to own, invest in, receive, hold, use, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

ARTICLE 2

Offices

The Corporation shall have and continuously maintain in the State of West Virginia a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of West Virginia as the Board of Directors may from time to time determine.

ARTICLE 3

Members

Section 1: QUALIFICATION AND SELECTION OF MEMBERS. The Corporation shall have seven (7) categories of membership. These categories will be: professional, dual, student, senior, life, institutional, and string industry. Persons twenty-one (21) years of age and over shall be eligible to be elected as members. The initial Board of Directors shall elect the members of the Corporation at the first Organizational Meeting. Thereafter, the members shall by majority vote elect or remove members and members shall serve until so removed. The members shall elect the Board of Directors and shall have the powers to remove same at any duly called meeting for that purpose. The rights, qualifications and privileges of membership may be amended by the members from time to time by amendment of these Bylaws.

Section 2: VOTING RIGHTS. Each member 21 years of age and over shall be entitled to one vote on each matter submitted to a vote of the members. Voting shall not be cumulative. Except as specifically set forth by statute, in the Articles of Incorporation or these Bylaws to the contrary, all matters submitted to the members for vote shall require a majority vote of the members then present and voting at a meeting where a quorum exists.

Section 3: RIGHTS, LIMITATIONS AND RESTRICTIONS. No member shall have the right to transfer, involuntarily or voluntarily, their membership or any of their rights or privileges of membership, or to substitute another as a member in their place (provided that nothing contained in this Section 3 shall be construed as prohibiting the limited right to proxy their vote as granted in Article 4, Section 7.) Any attempted transfer or substitution shall be void and without any legal effect. Any person (including any association, corporation, partnership, company, entity or other organization) ceasing to be a member, whether voluntarily, by death (in

the case of a natural person), or by removal, shall immediately forfeit all rights and privileges of membership.

Section 4. TERMINATION OF MEMBERSHIP. Any member may resign their membership. Also, a member may be removed by two-thirds in number of the entire membership at a special meeting called for that purpose.

ARTICLE 4

Meetings of Members

Section 1: ANNUAL MEETING. An annual meeting of the members shall be held in January at a date and time established by the President for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be held.

Section 2: SPECIAL MEETING. Special meetings of the members may be called by the Chairman of the Board, the President, the Board of Directors or a majority of the members of the Corporation.

Section 3: PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of West Virginia as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of West Virginia, provided, however, that if all of the members shall meet at anytime and place either within or without the State of West Virginia, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4: NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the Chairman of the Board, the President, or the Secretary, or the officers or persons calling the meeting. Notice of such meetings may also be given by a form of electronic transmission consented to by the member to whom the notice is given. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5: INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6: QUORUM. The members holding a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of

the members present may adjourn the meeting from time to time without further notice.

Section 7: PROXIES. At any meeting of members a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact provided that the proxy must be given to another member and will be invalid if granted to a nonmember. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE 5

Board of Directors

Section 1: GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors who are referred to herein as the Board of Directors.

Section 2: NUMBER, TENURE AND QUALIFICATION. The number of Directors shall be variable in number as authorized pursuant to the applicable nonprofit corporation act for the State of West Virginia, as amended, from a range of three (3) to eleven (11) as set from time to time by the members.

Section 3: REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this by-law jointly with the annual meeting of members or immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of West Virginia, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4: SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or Directors constituting no less than fifteen percent (15%) of the Directors then in office. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of West Virginia, as the place for holding any special meeting of the board called by them.

Section 5: NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previous thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. Notice of such meetings may also be given by a form of electronic transmission consented to by the Director to whom the notice is given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Directors 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6: QUORUM. A majority of the Directors then in office shall constitute a quorum for the

transaction of business at any meeting of the board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7: 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, except where otherwise provided by law or by the Articles of Incorporation or by these bylaws.

Section 8: VACANCIES. Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9: INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of the Directors of the Corporation, or any other 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 entitled to vote with respect to the subject matter thereof.

Section 10: COMPENSATION. Directors shall not receive any compensation for their services.

Section 11: REMOVAL. Directors may be removed by majority vote of the members at any duly called meeting of the members.

ARTICLE 6

Officers

Section 1: OFFICERS. The officers of the Corporation shall be a president, president-elect, a secretary, a treasurer, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary. Other officers that may be appointed by the President include but are not limited to State News Editor, Membership Chairman, Activity Chairman, All-State Orchestra Chairman.

Section 2: ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected bi-annually by the membership at the regular meeting coinciding with the MENC biannual conference. The candidate receiving the greatest number of votes for each office shall be declared elected. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3: REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: CHAIRMAN OF THE BOARD. The President shall be deemed the Chairman of the Board and shall preside at all meetings of the members and of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried into effect. He shall have the power to execute, on behalf of the Corporation, bonds, mortgages and all other contracts and documents, whether or not under the seal of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors or by these bylaws to some other officer or agent of the Corporation. He shall have general powers of supervision and management of the business of the Corporation and shall be the final arbiter of all differences between officers of the Corporation and his decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation, subject only to the Board of Directors of the Corporation.

Section 6: PRESIDENT. The President shall be the chief executive officer of the Corporation. Within the policies and objectives prescribed by the Board of Directors and under the general supervision of the Board, he shall establish operating procedures for, and administer and direct, all aspects of the Corporation's operating activities. He shall have the power to execute documents where by law the signature of the President is required. In general, he shall have all powers and shall perform all duties usually vested in the office of the President of a corporation, subject to the right of the Board of Directors to delegate powers to other officers or committees of the Corporation, except those powers which may be exclusively conferred by law upon the office of the President.

Section 7: PRESIDENT-ELECT. In the absence of the Chairman of the Board and the President or in the event of his inability or refusal to act, the President-Elect 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. The President-Elect shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 8: TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; and in general perform all the duties incident to the offices of Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board, the President or by the Board of Directors.

Section 9: SECRETARY. The Secretary shall keep minutes of the meetings of the members of the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board, the President or by the Board of Directors.

Section 10: COMPENSATION. No officer shall receive compensation, either directly or indirectly, without approval of the membership as set forth in Article 7 below.

ARTICLE 7

Interested Directors and Officers

Section 1: No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be entered into unless:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the members, and the members in good faith authorize the contract or transaction by the affirmative votes of two-thirds (2/3) of the disinterested members, even though the disinterested members be less than a quorum.

Common or interested members may be counted in determining the presence of a quorum at a meeting of the members. The Board of Directors are not empowered under these Bylaws to approve such a transaction, but shall refer such question to the members for a vote thereon.

ARTICLE 8

Indemnification of Directors and Officers

(a) The Corporation shall indemnify each Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify each Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of the

Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such Director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action suit was brought shall determine upon application that, despite that adjudication or liability but in view of all the circumstances of the case, such Director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) The Corporation shall indemnify each Director and each officer or employee who is held to be a fiduciary under any employee pension or welfare plan or trust of the Corporation or any of its divisions and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such a fiduciary and was serving as such at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The provisions of all the following paragraphs of this Article relating to Directors, officers, employees or agents shall apply also to Directors, officers or employees held to be fiduciaries under this paragraph (c), specifically including the power of the Corporation (under paragraph (g)) to purchase and maintain insurance on behalf of such fiduciaries.

(d) To the extent that a person who is or was a Director, officer, employee or agent to the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which he is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(e) Any indemnification under paragraphs (a) and (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested Directors so directs, by

independent legal counsel in a written opinion, or (3) by the members.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Director or officer seeking indemnification may be entitled under any statutes, provision in the Corporations' articles of incorporation, by-law, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or would have the power to indemnify him against such liability under the provisions of this Article.

(h) For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, and employees or agents, so that any person who is or was a Director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(i) The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE 9

Contracts, Checks, Deposits Funds

Section 1: CONTRACTS. The Board of Directors may 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 execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences 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 shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the Chairman of the Board, the President or a president-elect of the Corporation.

Section 3: DEPOSITS. All funds of the Corporation 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.

Section 4: GIFTS. The Board of Directors, the Chairman of the Board or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 10

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 11

Fiscal Year

The fiscal year of the Corporation shall end on the last day of December in each year.¹

ARTICLE 12

Seal

The Board of Directors may provide a corporate seal which, if adopted, shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, "".

ARTICLE 13

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the applicable nonprofit corporation act for the State of West Virginia or under the provisions of the Articles of Incorporation or by the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 14

Committees

Section 1: COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2: OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the Corporation may be designated by a resolution adopted by a majority vote of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be members of the Corporation, the Chairman of the Board of the Corporation shall appoint the members thereof, and each such committee shall have at least one member who is either a Director or officer of the Corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3: TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4: CHAIRMAN. One member of each committee shall be appointed chairman.

Section 5: VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6: QUORUM. Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 15

Amendments to ByLaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds majority of the members present at any regular meeting or at any special meeting, provided that at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE 16

Miscellaneous

Section 1: CHOICE OF LAW. Any dispute arising under these Bylaws or a member's membership in the Corporation, shall be determined and governed by the laws of the State of West Virginia. All members hereby consent to the personal jurisdiction and the sole and exclusive venue in any trial level court within the State of West Virginia, if any suit is brought under the terms of, arising out of, or relating to these Bylaws or a member's membership in the Corporation.

Section 2: HEADINGS. The captions and headings of these Bylaws are intended for convenience and reference only, do not affect the construction or meaning of these Bylaws and further do not inform a party of the covenants, terms or conditions of these Bylaws or give full notice thereof.

Section 3: SEVERABILITY. Whenever there is any conflict between any provision of these Bylaws and any present or future statute, law, ordinance or regulation contrary which would cause to invalidate such provision, the latter shall prevail, but in such event the provision of these Bylaws thus affected shall be curtailed and limited to the extent necessary to bring it within the requirement of the law. In the event that any of the provisions of these Bylaws, or any application thereof, is declared to be invalid, illegal, unenforceable, inoperative or of no effect by any court of competent jurisdiction, the validity, legality and enforceability of the remaining provisions of these Bylaws, and any other application thereof, shall continue to apply with full force and effect and shall not in any way be affected or impaired thereby.