



Pocahontas  
County  
Artisan  
Co-op

BYLAWS OF THE  
POCAHONTAS COUNTY ARTISAN CO-OP

AMENDED AND RESTATED BYLAWS OF THE POCAHONTAS COUNTY ARTISAN CO-OP

## ARTICLE 1

### POCAHONTAS COUNTY ARTISAN CO-OP WEST VIRGINIA

- 1.1 **Name.** The name of this Unincorporated Nonprofit Association, which is organized under the Unincorporated Nonprofit Association Act of the State of West Virginia, is POCAHONTAS COUNTY ARTISAN CO-OP, (hereinafter referred to as the “Co-Op”)
- 1.2 **Principal Office.** The principal office of this Co-Op shall be situated in the State of West Virginia in Pocahontas County.
- 1.3 **Agent of Process.** The agent of process shall perform all duties as described by the West Virginia Code Chapter 26 Article 11; “Uniform Unincorporated Nonprofit Association Act (as may be amended)

## ARTICLE 2

### PURPOSE

2.1 **General Purpose.** The Co-Op is organized and operated for the following purposes:

- (a) Exclusively for charitable and educational purposes within the meaning of 501 (c)(3) of the Internal Revenue Code of 1986 (as may be amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such 503(c)(3).
- (b) To exercise such of the rights, powers, duties, and authority of an unincorporated nonprofit association organized under the Unincorporated Nonprofit Association Act of the State of West Virginia (as may be amended) which are consistent with the preceding paragraph.

2.2 **Specific Purposes.** The specific purposes of the Co-Op include, without limitations the following:

- (a) Promote the arts and arts-based businesses,
- (b) Provide low-cost gallery space operated by our subsidiary, Pocahontas Artisans, Inc., where juried artisans may exhibit their arts and crafts for sale to the public,
- (c) Provide member training and support in the development of basic business skills,
- (d) Provide and promote continuing education in arts and crafts, including mentorship to aspiring artisans,
- (e) Provide a stimulating creative environment, which will contribute to the understanding and pleasure of the arts and crafts,
- (f) Encourage interest in arts and crafts by demonstrating artisan craftsmanship at public venues and holding low- or no-cost classes and workshops.

## ARTICLE 3

### MEMBERSHIP

3.1 **Membership.** Membership in the Co-Op shall be those individuals who wish to participate in or otherwise support the charitable and educational activities of the Co-Op, and whom have a strong interest in the future of the organization. Membership may be an individual, couple or group.

3.2 **Qualifications.** Members shall attend Co-Op Meetings, pay membership dues, participate in activities that support the mission of the Co-Op, and agree to abide by the Bylaws of the Co-Op. This includes all policies and procedures adopted by the Co-Op.

3.3 **Dues.** Dues shall be as recommended by the Co-Op Officers and approved by a quorum vote of the members; however, the Officers may waive monetary dues in consideration of an in-kind donation.

3.4 Meetings. There shall be at least one annual meeting of the membership at a time designated by the President. Business of the organization, including election of officers, shall be held at designated meetings. Meetings shall be announced to members with reasonable advance notice.

3.5 Voting. Members whether individual, couple or group, shall be entitled to cast one vote with respect to those matters submitted for action or approval. Votes shall be allowed by written proxy submitted to the Secretary. Votes may be taken by voice, show of hands, written ballot, or email. All issues to be voted on shall be decided by a simple majority of those present at the meeting (including written proxies), which number shall constitute a quorum. If determined by the officers, ballots shall be mailed or emailed to all voting members with a deadline for return. A majority of votes received during the designated time period shall prevail.

3.6 Quorum. A quorum shall consist of 9 members. A quorum of members is needed to transact business. Members must be present in person or by written proxy. Email letter is acceptable as a written proxy.

3.7 Termination of Membership. The membership of each member of the Co-Op will terminate upon the member's death, resignation, expulsion, or failure to pay dues.

3.8 Suspension and Expulsion. With due cause, any member may be suspended or expelled from membership by unanimous vote of the Officers, if, in the discretion of the officers, such suspension or expulsion would be in the best interests of the Co-Op. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Co-Op.

## ARTICLE 4

### OFFICERS

4.1 Officers. The officers of the Pocahontas County Artisan Co-Op will be elected bi-annually by the voting membership with the provision that all such officers shall be members in good standing of the Co-Op. The number of offices may be increased or decreased if deemed necessary by the officers and approved by a quorum of the members. No proxy votes may be cast in the election of Co-Op Officers. At a minimum, the Officers shall consist of the following offices.

- (a) President. Shall preside over all meetings of the membership, activate committees in accordance with Article 8 of these bylaws, sign leases, and oversee the affairs and daily operations of the organization. All such acts must be in accordance with appropriate provisions of these bylaws, especially Section 7.4- Contracts and Section 7.5 Financial Accounts.
- (b) Vice President. Shall serve in the absence of the president. Shall act in accordance with the directives of the President and/or the officers in accordance with appropriate provisions of these bylaws.
- (c) Secretary. Shall take minutes of all meetings of the membership and officers' meetings and be responsible for the correspondence of the organization, keeping all necessary records and recording the results of elections and other business or policy decisions.
- (d) Treasurer. Shall have custody of all Co-Op funds; keep full and accurate accounts of all receipts and disbursements of the Co-Op and disburse all other funds necessary to conduct business. In addition, the Treasurer shall be responsible for ensuring that the juried artisans' WV State Business Certificates are kept current and are placed in the Organization's record book. The Treasurer and one member are required to sign checks in accordance with appropriate provisions of these bylaws.
- (e) Officer At Large. Shall automatically be a member of all committees, shall serve as liaison between Co-Op members and other Officers as needed in the form of an ombudsman, and will attempt to resolve problems and disagreements should any arise.

4.2 Powers. Subject to the West Virginia Unincorporated Nonprofit Association Act and these Bylaws (as may be amended), all powers shall be exercised by or under the authority of, and the Co-Op Officers shall control the business and affairs of the Co-Op. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Co-Op Officers shall have the following powers:

- (a) To conduct and manage the Co-Op, and to make such rules and regulations as they deem best therefore, consistent with law, and with the West Virginia Unincorporated Nonprofit Association Act (as may be amended), and with these Bylaws.
- (b) To designate a location for holding membership or Officers' meetings and/or change the principal office of the Co-Op for the transaction of its business from one location to another.
- (c) To manage in a manner deemed best, all funds and property, real and personal, received and acquired by the Co-Op, and to distribute, loan or dispense the same or the income and profits there from.
- (d) To work with the subsidiary, Pocahontas Artisans, Inc.**
  - i. **Elect the board members of Pocahontas Artisans, Inc.,**
  - ii. **Appoint a member of the Board of Directors of Pocahontas Artisans, Inc. to serve as a liaison for the Co-Op,**
  - iii. **Receive and implement, as approved by the voting members of the Co-Op, the recommendations of the Pocahontas Artisans, Inc. board,**
  - iv. **Dismiss board members for cause as approved by a majority vote of the Officers.**

4.3 Election of Officers. All Officers shall be elected by the members of the Co-Op. Elections shall take place at the annual meeting or by special meeting if an Officer leaves the position prior to the end of his/her term. If so determined by the Officers, such elections may be conducted by mail, facsimile, or other electronic means.

4.4 Term of Office. The regular term of office for each Officer shall be two (2) years, unless sooner terminated by death, incapacity, resignation, or removal. All Officers shall hold office until the expiration of the term for which each was elected, and until a successor has been duly elected and qualified.

4.5 Nomination of Officers. A nominating committee will be appointed by the President to present a slate of officers to be elected at the Annual Meeting or a Special Meeting as needed. This slate will contain at least one eligible nominee for each office. Nominations will be accepted from the floor.

4.6 Resignation or Removal. Any Officer may resign from office at any time by giving written notice thereof to an Officer of the Co-Op. Any Officer may be removed with cause by a two-thirds (2/3) vote of all the Officers then in Office, or by a majority vote of the total membership.

4.7 Existence of Vacancies. A vacancy exists in the event of death, incapacity, resignation, or removal of any Officer, or an increase in number of authorized Officers.

4.8 Filling of Vacancies. Any vacancy occurring among the Officers may be filled by a majority vote of the members to be held at a special meeting for said purpose **or by mail, facsimile, or other electronic means.**

4.9 Annual and Special Meeting. Officers shall be elected at each annual meeting, as appropriate. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Officers for any purpose(s) may be called at any time by the President or by one-third (1/3) of the Officers then in office.

4.10 Quorum and Voting. A quorum will consist of a majority vote of the Officers. Every act or decision done or made, at which a quorum was present, shall be regarded as the act of the Officers, unless a greater number is required by law or by these Bylaws. Each Officer present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

4.11 Committees. The Officers may establish such standing or special committees **as they deem appropriate to fulfill the tax exempt, charitable/education purpose of the Co-Op, except that no** committee has the power to do any of the things a committee is prohibited from doing under the West Virginia Unincorporated Nonprofit Association Act (as appended hereto).

## ARTICLE 5

### ADMINISTRATION OF DONATIONS

5.1 Donations. All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Officers may direct; and in the absence of any direction by the Officers, such may be used for the general purposes of the Co-Op. Donations include bequests and devises of deceased persons. At the discretion of the Officers, the Co-Op may raise revenues through fundraising activities and donations. The Officers have the right to refuse any donation made or offered to the Co-Op with cause in its sole discretion.

5.2 All Donations Subject to these Bylaws. Donors may make donations to or for the use of the Co-Op by naming or otherwise identifying the Co-Op in the gift transfer instrument. Each donor by making a donation to or for the use of the Co-Op accepts and agrees to all the terms of these Bylaws. Further, each donor specifically provides that any fund created as a result of such donation shall be subject to the provisions in these Bylaws relating to the presumption of donor's intent, the variance from donor's directions, for amendments and dissolution, and to all other terms of these Bylaws as amended from time to time.

5.3 Segregation of Funds. No donation shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, investment or administration, or in order to prevent tax disqualification, or is required by law. However, the Officers may segregate any fund whenever convenient or useful as determined by them in their sole discretion.

5.4 Improper Donor Directions. If any direction by the donor, however expressed, would, if followed, result in the use of any donation or fund contrary to the charitable purposes of the Co-Op, or if the Officers are advised by counsel that there is a substantial risk of such result, the direction shall not be followed, but shall be varied by the Officers so far as necessary to avoid such result, except that if a donor has clearly stated that compliance with the direction is a condition of such donation, then the donation shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed.

## ARTICLE 6

### PROHIBITED ACTIVITIES

6.1 Actions Jeopardizing Tax Status. This Co-Op shall not carry on any activities not permitted to be carried on by a) an organization exempt from federal income taxes under '501(c)(3)' of the Internal Revenue Code of 1986 (as may be amended), or b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

6.2 Lobbying and Political Activities. per '501 (c)(3) of the Internal Revenue Code of 1986 (as may be amended).

(a) The Co-Op shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Officers.

(b) The Co-Op shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of, or in opposition to, any candidate for public office, or any other issue whatsoever.

6.3 Private Inurement. No part of the net income or net assets of the Co-Op shall inure to the benefit of, or be distributable to, its Officers, members, or other private persons. However, the Co-Op is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

6.4 Non-Discrimination. In the conduct of all aspect of its activities, the Co-Op shall not discriminate on the grounds of race, color, national origin, religion, or gender.

6.5 Prohibited Acts. The Co-Op shall not be engaged in any act of self-dealing as defined in Internal Revenue Code '4941 (d) (as may be amended); the Co-Op 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 Code '4942 (as may be amended); the Co-Op shall not own any excess business holdings that would subject it to tax under Code '4943 (as may be

amended); the Co-Op shall not make any investments in such manner as to subject the Co-Op to the taxed imposed by Code '4944 (as may be amended); and the Co-Op shall not make any taxable expenditures as defined in Code '4945 (d) (as may be amended).

6.6 Conflict-of-Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Co-Op (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Co-Op employees, Officers, and members of any committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Co-Op and work to the detriment of the Co-Op. On May 13, 2009, the Co-Op adopted a conflict-of-Interest Policy, attached hereto, to address these issues.

6.7 Litigation. The Co-Op shall not be a voluntary party in any litigation without prior written approval of the Officers.

6.8 Co-Op Leaders. **Only members** of the Co-Op may lead Co-Op meetings and other Co-Op activities.

## ARTICLE 7

### OTHER FINANCIAL MATTERS

7.1 Property of the Co-Op. The title to all property of the Co-Op, both real and personal, shall be vested in the Co-Op.

7.2 Dedication of Assets. This Co-Op does not contemplate pecuniary gain or profit to the members there of except as provided by law under '501(c)(3) of the Internal Revenue Code of 1986, (as may be amended.) The property of this Co-Op is irrevocably dedicated to tax exempt purposes under said "501 (c)(3)" as described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any Officer or member thereof or to the benefit of any private persons.

7.3 Disposition Upon Dissolution. Upon the dissolution of the Co-Op, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Co-Op remaining after payment, or provision for payment, of all debts and liabilities of this Co-Op, shall be distributed to a nonprofit entity, organized under West Virginia Law which is tax exempt under '501 (c)(3) of the Internal Revenue Code of 1986 (as may be amended), or corresponding section of any future federal tax code, and in accordance with the laws of the State of West Virginia. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event shall any of the business, properties, assets or income of this Co-Op, in the event of dissolution thereof, be distributed to the directors, members or Officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other.

7.4 Contracts. The Officers may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Co-Op. Such authority may be general or confined to a specific instance. Unless so authorized by the Officers, no Officer, agent or employee shall have any power or authority to bind the Co-Op by any contract or engagement, or to pledge its credit, or render it pecuniary liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Officers without specification of the executing Officer, the President, either alone or with the Secretary, may execute the same in the name of, and on behalf of, the Co-Op, and any such Officer may affix the corporate seal (if any) of the Co-Op thereto.

7.5 Financial Accounts. **The Co-Op may establish one or more checking, savings, or investment accounts with appropriate financial institutions as determined at the discretion of the Officers, to hold, manage or disburse any funds for Co-Op purposes. All checks or other orders for the payment of money require the signature of the Treasurer and one other member. Officers may approve non-budgeted purchases up to two hundred fifty dollars (\$250). Disbursements or purchases over two hundred fifty dollars (\$250) requires a simple majority of those present at a meeting (including written proxies) or email votes cast**

**(which number shall constitute a quorum) for a greater amount to be spent. Monies allocated in annual budgets of routine and special expenses, approved by a quorum of voting members, are exempt from this section.**

7.6 Financial Statements and Reports. At the discretion of the Officers, an independent Certified Public Accountant may be appointed or approved to compile, review, or audit the annual financial statements of the Co-op and such other additional reports or information as may be ordered from time to time by the Officers. An accountant may also be appointed or approved to prepare necessary returns or reports required by the state or federal government. The charges and expenses of such services shall be proper expenses of administration.

7.7 Limitations on Debt. The Co-Op, beyond the accounts payable incurred as a result of its ordinary operating expenses, shall incur no debt or no evidence of indebtedness shall be issued in the name of the Co-Op unless authorized by the Officers. Any Officer who assents to or participates in the making of any such loan shall be liable in addition to the borrower, for the full amount of the loan until it is fully repaid.

7.8 Liability of the Officers. No Officer of the Co-Op shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Co-Op's assets for payment. Further, no Officer, or any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

7.9 Liability of Members. No member of the Co-Op shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Co-Op's assets for payment.

7.10 Property Interests Upon Termination of Membership. Members have no interest in the property, assets, or privileges of the Co-Op. Cessation of membership shall operate as a release and assignment to the Co-Op of all right, title, and interest of any member, but shall not affect any indebtedness of the Co-Op to such.

7.11 Fiscal Year. The fiscal year of the Co-Op shall be from each January 1 to each December 31.

## ARTICLE 8

### COMMITTEES

8.1 Committee Powers. Committees of the Co-Op shall be standing or special. The Officers may refer to the proper committee any matter affecting the Co-Op or any operations needing study, recommendations, or action. The Officers may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the West Virginia Unincorporated Nonprofit Association Act (as may be amended). All committees shall act by majority vote.

8.2 Limitations. Except in cases where the Bylaws or the Officers have by written resolution provided otherwise, the function of any committee is as an advisory group to the Officers. No member of any committee, without prior written consent of the Officers, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Co-Op or its Officers in any way or by any means. All such powers are expressly reserved to the Officers of the Co-Op.

8.3 Chair and Member. The Officers shall appoint the **committee Chair and at minimum one member.** **Additional committee members may be recruited by Co-Op Officers and committee Chair.** The President and Officer -At-Large shall be *ex-officio* member of every committee other than the Nominating Committee. Every committee shall consist of at least two (2) persons, exclusive of the President and Officer-At-Large. Committee members shall be appointed for one-year terms but may be reappointed for additional terms at the discretion of the Officers.

8.4 Special Committees. The Officers may establish such special committees as deemed appropriate from time to time. Special committees shall have the duties and responsibilities, as the Officers shall designate from time to time.

## ARTICLE 9

### AMENDMENTS TO BYLAWS

9.1 Except those items specified in these Bylaws as not being subject to amendment, if any, these Bylaws may be adopted, amended, restated, or repealed by the Officers subject to voting membership ratification, and shall be effective only upon such ratification. Voting membership ratification shall require the affirmative vote of at least three-quarters (3/4) of the total number of voting members. **The Officers shall provide a thirty (30) day membership comment period prior to the final vote of any Bylaw change. During the thirty (30) day comment period, at a minimum, one meeting shall be held to allow modification of proposed Bylaw(s) by the membership. Bylaw changes shall be presented to the membership in the form of a written ballot, presenting the current bylaw and proposed change. Completed ballots may be submitted in written and electronic form. The results of each bylaw change vote shall be recorded in the membership minutes.**

9.2 Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Co-Op for the transaction of business, and shall be open to inspection by the members and officers at all reasonable times during office hours.



I, \_\_\_\_\_, hereby certify that I am the duly elected Secretary of The Pocahontas County Artisan Co-Op; that attached hereto are the Bylaws of the within named Unincorporated Nonprofit Association, and that such have been duly enacted and are in full force and as of the date hereof.

Dated: \_\_\_\_\_  
Secretary

Subscribed and sworn to before me this date of \_\_\_\_\_.

\_\_\_\_\_. My commission expires \_\_\_\_\_.  
Notary Public

I, \_\_\_\_\_, hereby certify that I am the duly elected President of The Pocahontas County Artisan Co-Op; that attached hereto are the Bylaws of the within named Unincorporated Nonprofit Association, and that such have been duly enacted and are in full force and as of the date hereof.

Dated: \_\_\_\_\_  
President

Subscribed and sworn to before me this date of \_\_\_\_\_.

\_\_\_\_\_. My commission expires \_\_\_\_\_.  
Notary Public