

**Mountaineers
for
Integrity and Responsibility**

BY-LAWS

Adopted: October 15, 2008

ARTICLE I. CORPORATION

SECTION 1. The name of the organization shall be Mountaineers for Integrity and Responsibility (MIR). MIR shall be governed by an Executive Committee. The organization may, by a majority vote of the membership, change its name.

ARTICLE II. PURPOSES

SECTION 1. MIR advocates systemic changes to West Virginia University's (WVU) governance to increase the involvement of WVU's various constituencies, including but not limited to its faculty, staff, students, and alumni, and to ensure WVU's future as a respected academic institution. Specific goals are decided by the members of MIR.

ARTICLE III. MEMBERSHIP

SECTION 1. Membership in this organization shall be open to all who indicate their interest in membership by completing an application on the MIR web site.

ARTICLE IV. ANNUAL, REGULAR, AND SPECIAL MEETINGS OF THE MEMBERSHIP

SECTION 1. The Annual Meeting of the organization shall be held in April or as soon as practical thereafter. The time and place of this meeting will be designated by the Chair or a majority of the voting members of the Executive Committee. The announcement of the meeting and its accompanying agenda must be made public at least two (2) weeks prior to the meeting. The Secretary shall notify members in good standing at their electronic mailing (email) addresses, if known, and via the MIR web site and other appropriate electronic media, the time and place of such annual meeting.

SECTION 2. Decisions will be made by a majority vote of those members present at the meeting.

SECTION 3. Special meetings may be called by the Chair and also shall be called within fourteen (14) days of the receipt of a written or electronic request of one-third (1/3) of the voting members of the Executive Committee, addressed to the Chair and Secretary. The announcement of the meeting must be made public at least five (5) days before the date of such special meeting. The Secretary shall notify members in good standing at their electronic mailing (email) addresses, if known, and via the MIR web site and other appropriate electronic media, the time and place of such special meeting. This notice shall state the business for which the special meeting has been called, and no such business other than that stated in the notice shall be transacted at such special meeting without the majority consent of those present at such special meeting.

SECTION 4. Regular meetings of the membership shall be called by the Chair as deemed necessary.

ARTICLE V. VOTING

SECTION 1. At all meetings, all votes, including the election of officers, shall be by voice. At any regular or special meeting, if a majority so requires, any question or election may be voted upon by a show of hands or a secret ballot.

ARTICLE VI. ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournment.

ARTICLE VII. OFFICERS

SECTION 1. The officers of the organization shall be as follows: Chair, Vice Chair, Secretary, and Treasurer. Nominations for officers may be made by any member at the Annual Meeting. Election of officers shall be by majority vote of those members present at the Annual Meeting.

SECTION 2. The Chair shall preside at all membership meetings and, by virtue of his or her office, serve as Chair of the Executive Committee. He or she shall (a) present at each annual meeting of the organization an annual report of the work of the organization; (b) appoint, in consultation with the Executive Committee, all other committees, temporary or permanent; (c) appoint three (3) voting members of the Executive Committee, selected from among the members of the organization, including, but not limited to, chairs of duly appointed committees; (d) see that all books, reports and certificates required by law are properly kept or filed; and (e) shall be one of the officers who may sign the checks or drafts of the organization. The Chair may delegate any of these functions to other officers or to duly appointed committees of the organization.

SECTION 3. The Vice Chair shall in the event of the absence or inability of the Chair to exercise his or her office become acting chair of the organization with all the rights, privileges and powers as if he or she had been the duly elected president.

SECTION 4. The Secretary shall (a) keep the minutes and records of the organization in appropriate books; (b) file any certificate required by any statute, federal or state; (c) give and serve all notices to members of this organization; (d) be the official custodian of the records of this organization; (e) present to the membership at any meetings any communication addressed to him or her as Secretary of the organization; (f) submit to the Executive Committee any communications which shall be addressed to him or her as Secretary of the organization; and (g) exercise all duties incident to the office of Secretary. The Secretary may be one of the officers who may sign the checks and drafts of the organization.

SECTION 5. The Treasurer shall (a) have the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the organization; (b) cause to be deposited in a checking account all monies received; (c) render at stated periods

as the Executive Committee shall determine a written account of the finances of the organization and such report shall be incorporated into the minutes of the Executive Committee of such meeting; and (d) exercise all duties incident to the office of Treasurer. The Treasurer must be one of the officers who may sign checks or drafts of the organization.

SECTION 6. Officers shall by virtue of their office be voting members of the Executive Committee.

SECTION 7. No officer shall for reason of his or her office receive any salary or compensation.

ARTICLE VIII. EXECUTIVE COMMITTEE

SECTION 1. The business of this organization shall be managed by an Executive Committee consisting of seven (7) voting members: the four (4) elected officers of this organization and three (3) additional members appointed by the Chair of this organization. Any or all of the appointed members may, but need not be, chairs of duly appointed committees. Any chairs of duly appointed committees who have not been elected or appointed as voting members shall serve, ex-officio, as non-voting members of the Executive Committee. The Executive Committee shall have the control and management of the affairs and business of this organization.

SECTION 2. The officers of the Executive Committee shall be the Chair, Vice Chair, Secretary, and Treasurer. Election of officers shall be held each year at the Annual meeting, in the manner described in Article V Section 1. Each officer's term shall last for approximately one year, until the election held at the next Annual Meeting, or less if terminated by the action of the Chair or by a majority vote of the Executive Committee as described in Article VIII, Section 9.

SECTION 3. The Chair shall preside at all meetings and shall be, ex officio, a member of all committees besides the Executive Committee. The Chair shall appoint, in consultation with the Executive Committee, the chair and members of all other committees as soon as possible after election as Chair of the organization.

SECTION 4. The Secretary of the Executive Committee shall (a) send appropriate notices and prepare agendas for all meetings of the Executive Committee; (b) act as custodian of all records and reports; and (c) be responsible for keeping and reporting of adequate records of all meetings of the Executive Committee, and retaining such records, or certified copies thereof.

SECTION 5. The Treasurer shall be responsible for reporting to the Executive Committee on such matters relating to the financial condition of the Corporation, both the present condition as well as any future financial planning.

SECTION 6. The Executive Committee shall meet regularly at such time and place as designated by the Chair or a majority of the Executive Committee. Each voting member of the Executive Committee shall have one vote and such voting may not be done by proxy. The Executive Committee may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

SECTION 7. For regular or special meetings of the Executive Committee, a quorum shall be a majority of the active voting members thereof. Once a quorum has been established, business can be transacted and resolutions passed by vote of a majority of those voting on any

resolution. If there are properly proposed resolutions pending and a quorum has not been established by the active voting members present, absent active voting members may vote by telephone or other electronic means in order to establish a quorum for purposes of voting on said resolutions. All telephone or electronic votes shall be memorialized by a document signed by the voting absent member at the next meeting attended.

SECTION 8. Vacancies in the Executive Committee shall be filled by a vote of the majority of the remaining voting members of the Executive Committee for the balance of the year.

SECTION 9. A member of the Executive committee may be removed when sufficient cause exists for such removal. The Executive Committee may entertain charges against any member of the Executive Committee. The Executive Committee shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

SECTION 10. Each member of the Executive Committee of MIR is required to attend at least sixty percent (60%) of regular meetings of the Executive Committee in each calendar year unless attendance is excused in advance by the Chair or designee. Any member of the Executive Committee who fails to meet the minimum attendance requirements set forth in this section shall be reminded of his or her obligation by the Chair. Failure of such member to meet the minimum attendance requirement in two (2) consecutive calendar years shall be cause for removal from the Executive Committee.

ARTICLE IX. COMMITTEES

SECTION 1. The membership (including the chair) of all committees besides the Executive Committee shall be appointed by the Chair in consultation with the Executive Committee and their term of office shall be for a period of one (1) year, or less if terminated by the action of the Chair or by a majority vote of the Executive Committee.

ARTICLE X. AMENDMENTS

SECTION 1. These By-Laws may be amended by affirmative vote of a two-thirds (2/3) majority of the members in attendance at any regular or special meeting, provided that notice of such an amendment to be voted on shall have been transmitted to each member of the organization, by electronic mail (email), at least ten (10) days prior to the meeting, and provided further that such notice shall include a copy of the exact language of the proposed amendment or amendments.

ARTICLE XI. DISSOLUTION

SECTION 1. This organization may be dissolved by a two-thirds (2/3) majority vote of the members in attendance at any regular or special meeting, provided that notice of such an amendment to be voted on shall have been transmitted to each member of the organization, by electronic mail (email), at least ten (10) days prior to the meeting.