

**West Virginia Advocates, Inc.
Board of Directors'**

Biographical Data Sheet

Date: _____

1. Name: _____

2. Home Address: _____
City: _____ County: _____ State: _____ Zip: _____

3. Business Address: _____
City: _____ County: _____ State: _____ Zip: _____

4. Home Phone: () _____ Business Phone: () _____
Cell Phone: () _____ Facsimile () _____

5. E-Mail Address: _____

6. Do you prefer to receive mail At Home At Work
Do you prefer to receive calls At Home At Work

7. Occupation/Employer: _____

8. Education/Training: _____

9. Volunteer Experience:

<u>Organization</u>	<u>Position/Activity</u>
_____	_____
_____	_____
_____	_____

10. Primary Interest: Developmental Disabilities Mental Illness Other

Please list the disabilities with which you have the most knowledge and/or experience.

11. If you have other experience or interest besides the areas indicated above, please explain.

12. For Federal grant documentation and report purposes, please check all that apply:

Gender: Male Female

Ethnicity: Caucasian African American
 Hispanic Native American
 Asian Native Hawaiian or other Pacific Islander
 Other: _____

Are you a person with a disability?

Yes No

If so, what is/are your disability(ies)? (Please check all that apply)

Developmental Disability
 Mental Illness
 Other Disability: _____

Are you a guardian of a person with a disability?

Yes No

If so, what is/are their disability(ies) (Please check all that apply)

Developmental Disability
 Mental Illness
 Other Disability: _____

If the person for who you are a guardian is eligible for services, what age is that person who is eligible? Check all that apply.

Preschool Adult
 Elementary School Age Senior Citizen (over 55)
 Secondary School Age

Do you have a family member who has a disability?

Yes No

If so, what is/are the family member's disability(ies)? (Please check all that apply)

Developmental Disability
 Mental Illness
 Other Disability (please specify): _____

If your family member is eligible for services, what age is that person who is eligible? Check all that apply.

Preschool Adult
 Elementary School Age Senior Citizen (over 55)
 Secondary School Age

Are you a professional in the field of... (Please check all that apply)

- Mental Illness?
- Developmental Disabilities?
- Other Disability (please specify): _____

Are you a service provider for persons with... (Please check all that apply)

- Mental Illness?
- Developmental Disabilities?
- Other Disability (please specify): _____

Are you an advocate for persons with... (Please check all that apply)

- Mental Illness?
- Developmental Disabilities?
- Other Disability (please specify): _____

Are you an Attorney?

- Yes
- No

Are you an individual from the public knowledgeable about... (Please check all that apply)

- Mental Illness?
- Developmental Disabilities?
- Other Disability (please specify): _____

Are you a person who broadly represents or is broadly knowledgeable about the needs of people with... (Please check all that apply)

- Mental Illness?
- Developmental Disabilities?
- Other Disability (please specify): _____

Are you a Board Member or Advisory Council Member for a provider of services to Individuals with Disabilities?

- Yes
- No

If yes, please specify: _____

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Consistent with the policies established by the Board of Directors of the Agency, I hereby certify that the following is a true and complete disclosure of my relationship, if any, to businesses, agencies, organizations, or other groups which have the potential of creating an actual or potential conflict for me in carrying out my responsibilities as a member of the West Virginia Advocates Board. As used in this form, the term "immediate family member" of a Board member means a person related to the Board member in any of the following relationships; spouse or similar domestic partner, parent or stepparent, sibling (including brother in law or sister in law), or child or stepchild.

The term "conflict of interest" means that a Board member may not advocate or take a position on any subject matter or issue pending before the Board that involves the financial or non-pecuniary interests of any other agency, organization, entity or individual (s) if there is a significant risk that the Board member's judgment and vote on the subject matter or issue will materially and adversely affect his or her loyalty, duty, and responsibility toward West Virginia Advocates, Inc.

1. I, _____, am (or a member of my immediate family is) an employee, officer, or director, or have an ownership interest of 10% or more, in the following for-profit business (es) which offers goods and services of which the West Virginia Advocates, Inc. is a potential customer:

Company Type of Business and Your Relationship

2. I, _____ am (or a member of my immediate family is) an employee, officer, or director of the following agency (ies) or organization (s) which is primarily related to persons with disabilities:

Agency/Organization/Type of Services/Your Relationship

3. I, _____, am (or a member of my immediate family is) an employee, officer, or director, or have an ownership interest of 10% or more in the following other groups, organizations, business, or agency which a reasonable objective person might consider or construe as having the potential to create a conflict of interest situation for me in my capacity as a Board member of the West Virginia Advocates, Inc.

4. Neither I, _____, nor any of my immediate family is an employee, officer, director, or has a significant ownership interest in any other types of businesses, organizations, agencies, groups covered by the above questions.

Board Member (Print Name)

Signature

Date

West Virginia Advocates Board of Directors Code of Ethics

As a member of the West Virginia Advocates (WVA) Board of Directors, I will:

- Represent the interests of all people served by WVA.
- Not use WVA or my service on this board for my own personal advantage or for the individual advantage of my friends, family or supporters.
- Keep confidential information confidential.
- Approach all board issues with an open mind, prepared to make the best decision for the whole organization.
- Do nothing to violate the trust of those we serve or those who elected me to the board.
- Focus my efforts on the mission of the WVA and not on personal goals.
- Never exercise authority as a board member except when acting in a meeting with the full board or as delegated by the WVA board.

WVA Board Member (print name)

Signature

Date

Standards of Conduct for Directors of Nonprofit Boards

Boards of directors of nonprofit organizations are responsible for ensuring the legal and ethical integrity of the organization. They are responsible for protecting the organization from legal action, promoting a safe and ethical working environment, and safeguarding the organization's integrity. Directors must meet certain standards of conduct in carrying out their duties to the organization. These are:

Duty of Care

Directors must use the same care that “an ordinarily prudent person would exercise in a like position and under similar circumstances.” Board members should attend board meetings regularly, show independent judgment when voting, be informed about organizational activities, rely on trustworthy sources of information, delegate only to responsible persons and then follow up regularly. Being prudent does not tie the hands of directors. They may be creative, take risks, and even make mistakes as long as they take reasonable care in the decision-making process.

Duty of Loyalty

In a word, directors must be *faithful* to the organization and give it undivided allegiance when making decisions affecting the organization. Directors must not put personal interests, including those of family members and business associates, above the interests of WVA. Personal interests must be disclosed and the member refrain from discussing or voting upon a matter in which the member has a conflict of interest. Directors must also refrain from talking about confidential board business with outsiders.

Duty of Obedience

Directors have a duty to ensure that the organization remains obedient to its central purposes. These are described in the bylaws and articles of incorporation.

Note: Directors may disagree with a board's action. When that occurs, the director should make sure that his or her position on the matter is reflected in the board of committee minutes or other record of board actions.

Adopted by the Board of Directors: September 21, 2010

ARTICLE I:**Name and Principal Office**

The name of the Corporation is WEST VIRGINIA ADVOCATES, INC., hereinafter referred to as the "Corporation". Its principal office shall be located at Charleston, Kanawha County, West Virginia or such other place in West Virginia as may be designated. The Corporation may also maintain additional offices in other areas of West Virginia, as determined by the Board of Directors.

ARTICLE II:**Purpose**

West Virginia Advocates protects and advocates for the human and legal rights of persons with disabilities.

More specific purposes include:

To implement a system to protect and advocate for the rights of persons with developmental disabilities, mental illness or other populations as shall be made eligible by federal, state statute, or private and/or corporate grants;

To pursue legal, administrative and other appropriate remedies to ensure the welfare and protect the rights of eligible individuals;

To provide information and referral services to eligible individuals, their parents, guardians and attorneys and to aid and advise them to obtain and protect their rights;

To provide education, training and technical assistance to eligible individuals, their families, the agencies which serve them, attorneys, professional persons, courts and others regarding the rights of eligible persons;

To advocate for quality services, appropriate to needs, as directed by the eligible individuals;

To receive and disburse funds for the accomplishment of the above purposes; and

The Corporation shall be operated exclusively for charitable and educational purposes.

Adopted by the Board of Directors: September 21, 2010

ARTICLE III

Conflict of Interest

There shall be a Board approved policy to address conflicts of interest of Board members. This policy shall be found in the Board handbook located in the WVA Charleston office Boardroom.

ARTICLE IV

Board of Directors

Section 4.1. Directors

The affairs of the corporation shall be governed by a Board of Directors (the Board) which shall be composed of no fewer than nine (9) and no more than fifteen (15) voting members.

Section 4.2. Composition of Board of Directors

The following guidelines for composition of the Board of Directors shall be maintained.

Sixty percent (60%) of the voting Directors shall be persons, or immediate family members of persons, who are eligible for the Agency's services. Term "immediate family member" means a person related to the Board member in any of the following relationships: spouse or similar domestic partner, parent or step-parent, sibling (including brother-in-law or sister-in-law), or child or step-child. One of the members shall be a Chairperson of the PAIMI Council, in accordance with the regulations of the PAIMI Act.

Individuals selected as Board members shall be recognized supporters of persons with disabilities selected from a broad range of personal and professional fields of endeavor from public and private sectors. Directors shall be selected for their commitment to the purposes of the Corporation and ability to commit to the policy-making functions of the Board. The Directors shall strive for representation of all eligible populations, ethnic backgrounds (consistent with the presence of such populations within West Virginia), geographic location, and diversity of age and gender.

No paid member of the Corporation's staff shall serve as a member of the Board.

The Directors shall be residents of the state of West Virginia.

Adopted by the Board of Directors: September 21, 2010

Section 4.3. Duties and Powers

The business and affairs of the Corporation are governed by the Board of Directors. The Board of Directors shall be responsible for ensuring that the Corporation fulfills the State and Federal mandates required by a State or Federal law as now existing, amended, supplemented or superseded.

Section 4.4. Term of Office

For elected Directors the term of office shall be two (2) years. Each appointed or elected Director shall be requested to recommit to serving on the Board on an annual basis. No Director shall serve for a total of more than six (6) consecutive years. Appointed Directors shall serve until the next annual meeting at which time they shall be eligible to run for election. Any term of service as an appointed Director shall constitute a 2 year term for purposes of eligibility. After serving three (3) consecutive terms for a total of six (6) consecutive years, a Director may be eligible for election after sitting out a year. Any former staff of the Agency may be nominated after one calendar year from employment termination.

Section 4.5. Removal

A Director may be removed with cause by a vote of two-thirds (2/3) of the Directors at any regular or special meeting called for that purpose. Any Director proposed to be removed by the Board shall be entitled to fourteen (14) calendar days' written notice and to an opportunity to appear before the Board of Directors at such meeting.

Section 4.6. Vacancy

Upon the death, resignation, inability to serve, failure to attend two meetings without excuse, or removal of any Director, the unexpired portion of such member's term shall be filled by a majority vote of the remaining Directors within 60 calendar days. After 60 calendar days, should the PAIMI Advisory Council fail to fill their mandated WVA Director's position, the Board shall appoint a Director in accordance with the guidelines of the PAIMI Act, who shall serve until the next annual election.

Section 4.7. Quorum

The presence of forty percent (2/5) of the voting Directors shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which there is a quorum shall be the action of the Board.

Adopted by the Board of Directors: September 21, 2010

Section 4.8. Meetings

Each voting Director is entitled to one vote on each matter submitted to a vote. A Director may vote if he/she is present at a meeting either in person or by electronic means.

No general or proxy votes shall be permitted.

Unless otherwise provided herein or under the applicable laws of West Virginia, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be necessary for the exercise of the powers of the Board. A Director shall be deemed present if he/she attends in person or by electronic means, upon verification of identity.

A Director, who works for a Federal, State, or local agency which provides or who individually provides treatment, services, or habilitation to persons with disabilities must recuse themselves from voting on issues affecting their interests either voluntarily or by majority of Directors present and voting at a meeting at which a quorum is present.

Meetings shall be conducted in accordance with Robert's Rules of Order, The Classic Manual of Parliamentary Procedures, © 1907, special material © 1978, unless otherwise specified herein.

Section 4.9. Annual Meeting

The annual Board of Directors meeting shall be held in conjunction with a regular meeting at a location selected by the Directors. At the annual meeting there shall be a presentation of an annual written report by the Executive Director, an annual financial report by the staff accountant, and any other business stated in the agenda ten days prior to the annual Board meeting of the Corporation.

Section 4.10. Regular Meeting

Regular meetings of the Board shall be held every other month. The annual meeting is considered a regular meeting. The Directors of the Corporation may provide by resolution, adopted at any meeting of the Board, to schedule the time and location of any and all meetings.

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Section 4.11. Special Meetings

Special meetings of the Board of Directors may be called by the President or the Secretary at any time not less than 24 hours notice upon the written request of at least 1/3 of the members of the Board. Each special meeting shall be held at the principal office of the Corporation or at such other place within West Virginia as the Board of Directors may select and at such time as is specified in the written call.

Section 4.12. Notice of Meetings

Written notice of each meeting of the Board of Directors, stating the time and location of such meeting shall be mailed to each Director. When directed by the Board, the Corporate Office will notify all Board members of such meeting, not less than ten (10), nor more than thirty (30) days prior to such meeting. These time requirements are waived for any special meeting.

Section 4.13. Legal Matters

The Board shall maintain a policy with regard to legal matters including, but not limited to, decision-making on legal matters, reporting on status of legal matters, lawyer-client relationships and confidentiality. This policy shall be consistent with the Canons of Professional Ethics.

Section 4.14. Committees

- (a) The Board recognizes that much of the work of the Board is accomplished through committees. Committees recommend action to the full Board for discussion and formal action. The Board of Directors shall designate and appoint an Executive Committee comprised of the President, President-Elect, Secretary, Treasurer, and two (2) additional members, one of whom must be a current Board member, the other to be appointed by a two-thirds (2/3) vote of the full Board. This Committee shall have the authority to act with the direction and approval of the full Board on delegated tasks. Other committees shall be appointed by the President, according to their necessity.
- (b) Committee meetings shall be documented by minutes that will be shared with the full Board and entered into the Agency Board Book. All Board members will serve on at least two (2) committees. Board Committees may include people who are not Board members, but must be chaired by a Director.

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Section 4.15. Compensation

The Directors shall not be entitled to any salary compensation from the Corporation in their capacities as a member of the Board. Directors shall, if authorized by the Board, be reimbursed for all necessary administrative and travel expenses incurred in the performance of their duties as a member of the Board of Directors of WVA, Inc.

ARTICLE V

Officers

Section 5.1. Elections, Term of Office, Removal

The officers of the Corporation shall consist of President, President-Elect, Secretary and Treasurer. The Board of Directors shall elect the officers at the annual meeting of the Corporation. The term of office for all officers shall be for two (2) years. No person shall be elected to the same office for more than two (2) consecutive terms. A vote of two-thirds (2/3) of the entire Board shall be required to remove an officer. The office of the President-Elect shall commence in October 2004.

Section 5.2. Duties of the President

The President of the Board of Directors shall preside at all meetings of the corporation and the Board. He/She shall, in general, perform all duties incident to the office of President and have the general supervision and governance of the corporation, subject to the Board of Directors. The President shall have such special duties as may from time to time be prescribed by these by-laws or delegated to him/her by resolution of the Board of Directors.

Section 5.3. Duties of the President-Elect

The President-Elect shall have such powers and shall perform such duties as the Board may from time to time prescribe or as the President shall delegate. The President-Elect shall assist the President in the performance of his/her duties. In the absence of the President, the President-Elect shall temporarily assume the duties of the President. At the end of the President's term of office, the President-Elect shall assume the office of President.

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Section 5.4 **Duties of the Secretary**

The Secretary shall attend all meetings of the Board of Directors. He/she shall be responsible for presenting the recorded and transcribed minutes to the Board of Directors for approval. The Secretary shall perform such other duties as may be prescribed by the President or the Board of Directors.

Section 5.5 **Duties of the Treasurer**

The Treasurer shall present, at least annually, a full statement of the finances of the Corporation and present such information at the annual meeting of the Board of Directors. The Treasurer shall perform such duties as may be conferred upon him/her by the Board of Directors. It is the joint duty of Executive Director and Treasurer to ensure that no partially signed checks are sent through the mail.

Section 5.6 **Other Offices**

The Directors, in their discretion, may create such other offices with such functions, as they deem appropriate.

ARTICLE VI

Executive Director

The Board of Directors shall interview, select and award an at-will contract to an Executive Director who shall be the administrative head of the Corporation. Under the governance of the Board of Directors, the Executive Director manage the policies, programs and activities of the Corporation in accordance with Federal and State statutes and mandates. The Executive Director may be removed from his/her position with a two-thirds (2/3) vote of the entire Board.

ARTICLE VII

Prohibited Activities

Section 7.1 **Compensation**

No part of the net earnings of the Corporation shall incur to the benefit of, or be distributed to the members, Directors, or officers of the Corporation, except that the Corporation shall have the authority and power to pay reasonable compensation for personal services rendered to or for the Corporation.

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Section 7.2 Lobbying

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 7.3 Activities Under Tax Exemption

Notwithstanding any other provision of the Bylaws or Articles of Incorporation, the Corporation shall not engage directly or indirectly in any activity not permitted to be conducted by an exempt organization qualified under §501 (c) (3) of the Internal Revenue Code of 1954 (as now existing, amended, supplemented or superseded). Nor shall it engage in activities not permitted to an organization in which contributions are deductible under §170 (c) (2) of such code.

Section 7.4 Financial Limitations Under Tax Exemption

If the Corporation should be considered or treated as a private foundation, it shall not: (a) engage in acts of self-dealing, as interpreted in the Internal Revenue Code (hereinafter referred to as Code) §4941 (d); (b) retain income for any taxable year, and thus violate Code §4942 and Code §4943 (c); (c) make investments which jeopardize the exempt purpose of the Corporation as defined in Code §4944; and (d) make a taxable expenditure, as defined in Code §4945 (d).

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and run to the thirtieth day of September.

ARTICLE IX

Corporate Seal

The Corporate Seal shall be circular in form and shall bear the name of the Corporation, the words “Corporate Seal”, and the year of incorporation. The form

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of or inscription on the Seal may be changed by the Board of Directors of the Corporation.

ARTICLE X

Duration, Voluntary Dissolution

The period of duration of the Corporation shall be perpetual, subject to dissolution only upon the adoption of a resolution recommending dissolution by a vote of two-thirds (2/3) of the Board of Directors. A resolution to dissolve the Corporation shall be adopted by an affirmative vote of two-thirds (2/3) of the Board of Directors present.

ARTICLE XI

Distribution of Assets

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after payment of or due provision for all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for and in accordance with the educational and charitable purposes of the Corporation, except where governed by the conditions of the grantor contracts.

ARTICLE XII

Amendments

Section 12.1. Articles of Incorporation

The Board of Directors shall adopt a resolution setting forth proposed amendments and directing that they be submitted to a vote at an annual, regular or special meeting of the Corporation. An affirmative vote of two-thirds (2/3) of the Board of Directors represented in person is required for adoption at a meeting properly called at which a quorum is present.

Section 12.2. Bylaws

The Board of Directors may alter, amend, repeal or add to any of the Bylaws of the Corporation and adopt new Bylaws in the place of provisions deleted. A two-thirds (2/3) vote of the Directors present at a meeting properly called at which a quorum is present is required for adoption. Written notice setting forth the

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proposed changes shall be sent to all members of the Board at least fifteen (15) calendar days prior to the Board meeting at which the vote is to be taken. Review and revision, if appropriate, shall take place by November of each year.

ARTICLE XIII

Accessibility

The Corporation's headquarters shall be accessible. All activities and programs of the Corporation and all meetings and activities of the Corporation shall be conducted in accessible locations.

ARTICLE XIV

Advisory Councils

The Directors may establish Advisory Councils with the exception of the federally mandated PAIMI Advisory Council, which shall advise the Corporation on policies and priorities to be carried out in protecting and advocating for eligible populations. Such Councils shall be established as required by Federal or State statute and, where not mandated, may be developed upon similar lines. Advisory Councils may elect their members and Chairpersons, prescribe rules and regulations for the call and conduct of meetings and other matters relating to their procedure. Advisory Councils are prohibited from any action without approval of the WVA's Board of Directors. The members of an Advisory Council shall not receive any salary for their WVA services. The Council members may receive pre-approved reimbursement for reasonable expenses occurred in their obligations as Council members, as defined by the Corporation's established policy and procedures in regard to reimbursement of expenses.

Certified a true and correct copy and attested as amended and adopted as of May 9, 2009.

Robert Hardesty, President

Carla Walker, Secretary

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