

# BYLAWS of MOUNTAIN STATE FURRIES, INC.

The following constitutes the Bylaws of Mountain State Furies, Inc., hereinafter referred to as the “Corporation”.

## ARTICLE I – NAME

The name of this organization shall be “Mountain State Furies, Inc.”

## ARTICLE II – PURPOSE

### Section 1 – Nonprofit statement

The Corporation is organized exclusively for one or more purposes as defined in I.R.C. §501(c)(3) including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under I.R.C. §501(c)(3).

### Section 2 – Specific purposes

The specific purposes of the Corporation are described as follows:

- a) To promote the acceptance and understanding by the general public of the community surrounding anthropomorphic animal art (hereinafter the “Furry Community”); and
- b) To create and/or maintain excursions, exhibitions and other activities within and/or around the State of West Virginia which cater to the interests and needs of the Furry Community, both broad and specific; and
- c) To disburse conditional grants to individuals and other entities carrying on business in furtherance of any specific purpose of this Corporation; and
- d) To perform any lawful act for which corporations may be created and transact business in the State of West Virginia, consistent with nonprofit status; and
- e) To do any and all lawful acts and engage in any and all activities consistent with or in furtherance of its general purpose.

### Section 3 – Limitations

The Corporation shall not engage in activities which do not further the exempt purposes of the Corporation, except for those nonexempt activities which are an insubstantial part of its activities as determined by the Internal Revenue Service.

## ARTICLE III – MEMBERS

### Section 1 – Nonmembership

The Corporation shall have no Members.

### Section 2 – Clarification of informal membership

References to “member” and “membership” may occur in internal and external publications and communications of the Corporation which refer to an informal membership which does not guarantee the right to direct governance of the Corporation. More specifically, an individual may be informally considered a member (hereinafter an “Informal Member”) by being enrolled in an online group chat operated by the Corporation in which participants may discuss the operations of the Corporation, including but not limited to the organization of events.

## ARTICLE IV – BOARD OF DIRECTORS

### Section 1 – Size

The Board of Directors (hereinafter the “Board”) shall consist of three (3) individuals.

### Section 2 – Qualifications

Board members, upon appointment; must: (a) have resided in West Virginia for at least twelve (12) consecutive months; and (b) be of legal adult status as defined by the laws of the State of West Virginia; and (c) support the specific purposes of the Corporation; and (d) consider themselves a member of the Furry Community.

### Section 3 – Powers

Subject to the laws of the State of West Virginia and any limitations in the Articles of Incorporation and these Bylaws relating to actions required or permitted to be taken by the Board, the affairs and activities of the Corporation shall be directed by the Board and all corporate powers shall be exercised by or under the direction of the Board.

### Section 4 – Duties and responsibilities

The duties of the Board shall be to:

- a) Perform any and all duties imposed upon or required of and by them by the laws of the State of West Virginia, the Articles of Incorporation or these Bylaws; and
- b) Appoint and remove, supervise and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and establish the compensation, if any, of all agents of the Corporation; and
- c) Meet at such places and with such frequency or occasion for the purposes of the Corporation as required by these Bylaws; and
- d) Register up-to-date contact information with the Secretary of the Corporation.

### Section 5 – Terms of office

Each Director shall hold office for one (1) year, or for the maximum term length as provided in W. Va. Code §31E-8-806, or any successor law, should said provisions be longer than one year.

### Section 6 – Vacancies

Any vacancies on the Board shall be filled by appointment of a new Director by the President, or, in the absence of the President, the Secretary.

### Section 7 – Resignation or removal

A Director may resign at any time by tendering their resignation in writing to the Corporation which shall become effective upon by the Corporation. A Director may be removed, with or without cause, by a majority vote of the Board including that of the President. Resignation or removal of a Director shall also constitute their resignation or removal as an Officer.

## ARTICLE V – OFFICERS

### Section 1 – Definition

The Officers of the Corporation shall consist of a President, Treasurer and Secretary. The Officers shall be appointed by the incumbent President. Officers shall be members of the Board.

## **Section 2 – Duties**

*Paragraph 2.1 – Duties of the President:* The President shall:

- a) Convene and preside at all meetings of the Board; and
- b) Prepare an agenda for each meeting of the Board; and
- c) Except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board; and
- d) Act within the Board as a direct representative of the Informal Members of the Corporation, specifically through the significant consideration of surveys conducted amongst and opinions voiced by said Informal Members regarding matters of the Corporation.

The President shall perform other such duties as may be prescribed from time to time by the Board.

*Paragraph 2.2 – Duties of the Treasurer:* The Treasurer shall:

- a) Be responsible for all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; and
- b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; and
- c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board in accordance with the purposes of the Corporation, taking proper vouchers for such disbursements; and
- d) Keep and maintain adequate and accurate accounts of properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and in general; and
- e) Perform all such duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these bylaws.

The Treasurer shall perform other such duties as may be prescribed from time to time by the Board or the President.

*Paragraph 2.3 – Duties of the Secretary:* The Secretary shall:

- a) Cause to be kept all the records of the Corporation; and
- b) Record the minutes of the meetings of the Corporation; and
- c) Send out all notices of the meetings; and
- d) Keep a register of the addresses and contact information of each Director.

The Secretary shall perform other such duties as may be prescribed from time to time by the Board or the President.

## **Section 3 – Terms of office**

Officers shall hold office for a one (1) year term.

## **Section 4 – Vacancies**

Any vacancy of an Officer position shall be filled by appointment of a new Officer by the President, or, in the absence of the President, the Secretary.

## **Section 5 – Resignation or removal**

An Officer may resign at any time by tendering their resignation in writing to the Corporation which shall become effective upon by the Corporation. An Officer may be removed, with or without cause, by a majority vote of the Board including that of the President.

## **ARTICLE VI – MEETINGS OF THE BOARD**

### **Section 1 – Regular meetings**

Regular meetings of the Board shall happen at least once per quarter.

### **Section 2 – Special meetings**

Special meetings of the Board may be called at any time by the President.

### **Section 3 – Notice of meetings**

*Paragraph 3.1 – Regular meetings:* Each regular meeting of the Board shall not require any additional notice other than a standing resolution of the Board providing a time and place and/or medium for such regular meeting.

*Paragraph 3.2 – Special meetings:* Directors shall be given written notice of any advance special meeting of the Board at least two (2) days prior thereto, and such notice shall set forth the time and place and/or medium of the meeting, and the matters to be considered at the special meeting. Should all Directors agree to convene for the special meeting prior to the time set forth in the notice, said meeting shall be considered the special meeting.

### **Section 4 – Quorum**

In compliance with W. Va. Code § 31E-8-824(b), a quorum shall consist of all Directors present at a properly announced meeting, provided the number present is no less than one-third of the total number of Directors.

### **Section 5 – Manner of acting**

Unless otherwise provided by the law of the State of West Virginia, the Articles of Incorporation or these Bylaws, 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.

### **Section 6 – Medium**

Directors may participate in a meeting of the Board by means of a virtual meeting, conference telephone call, online group chat or similar media of communication through which all persons participating in the meeting may establish simultaneous bidirectional communication with each other.

## **ARTICLE VII – FINANCES**

### **Section 1 – Fiscal year**

The fiscal year of the Corporation shall align with the calendar year.

### **Section 2 – Acceptance of funds**

Any contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected as authorized by the Board.

### **Section 3 – Deposits**

All funds of the Corporation shall be deposited in such banks as shall be designated by the Board.

#### **Section 4 – Execution of instruments**

All deeds, leases, transfers, contracts, grant applications, bonds, notes, checks, drafts and other obligations made, accepted and endorsed by the Corporation shall be signed by the President, except as otherwise authorized by the Board. Except as otherwise authorized by the Board or otherwise stated in these bylaws, no officer, volunteer or agent shall have any power or authority to bind the Corporation by any contract or agreement, to pledge its credit, or to render it liable for any purpose or any amount.

### **ARTICLE VIII – CONFLICTS OF INTEREST**

#### **Section 1 – Conflicts of interest**

The Corporation shall not enter into contracts or transactions between a Director and the Corporation, or of a related organization, or between the Corporation and an organization in which a Director is a director, officer, legal representative or person with a material financial interest, except in accordance with provisions of applicable law within the State of West Virginia.

#### **Section 2 – Reasonable compensation**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors or other private persons or entities, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws.

### **ARTICLE IX – INDEMNIFICATION**

The Corporation shall indemnify the Board and such other persons, for such expenses and liabilities, in such manner, under such circumstances, and so such extent as permitted by applicable law in the State of West Virginia.

### **ARTICLE X – DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of I.R.C. § 501(c)(3), or corresponding section of any future federal tax code. Any such assets so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation 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.

### **ARTICLE XI – AMENDMENTS**

These Bylaws may be amended by a majority vote of the Board.

### **ADOPTION OF THESE BYLAWS**

These Bylaws were adopted by the Incorporator on 10 February 2025.